Nottinghamshire CC Pension Fund

PROXY VOTING REVIEW

PERIOD 1st October 2015 to 31st December 2015

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1 Resolution Analysis

- Number of resolutions voted: 643 (note that it MAY include non-voting items).
- Number of resolutions opposed by client: 174

1.1 Number of meetings voted by geographical location

Location	Number of Meetings Voted
UK & BRITISH OVERSEAS	21
EUROPE & GLOBAL EU	18
USA & CANADA	23
JAPAN	2
AUSTRALIA & NEW ZEALAND	1
TOTAL	65

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	406
Abstain	33
Oppose	174
Non-Voting	15
Not Supported	2
Withhold	12
US Frequency Vote on Pay	1
Withdrawn	0
TOTAL	643

1.3 List of meetings not voted and reasons why

Company	Meeting Date	Type	Comment
NEWS CORPORATION	14-10-2015	AGM	no ballot
TWENTY-FIRST CENTURY FOX INC	12-11-2015	AGM	NO BALLOT
ING GROEP NV	18-11-2015	EGM	INFO ONLY MEETING

1.4 Number of Votes by Region

	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total
UK & BRITISH OVERSEAS	208	18	33	0	0	0	0	0	259
EUROPE & GLOBAL EU	71	4	46	14	2	0	0	0	137
USA & CANADA	115	11	89	0	0	12	0	1	228
JAPAN	10	0	2	0	0	0	0	0	12
AUSTRALIA & NEW ZEALAND	2	0	4	1	0	0	0	0	7
TOTAL	406	33	174	15	2	12	0	1	643

1.5 Votes Made in the UK Per Resolution Category

	UK						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	2	0	0	0	0	0	0
Annual Reports	18	4	10	0	0	0	0
Articles of Association	4	0	0	0	0	0	0
Auditors	13	3	7	0	0	0	0
Corporate Actions	5	0	0	0	0	0	0
Corporate Donations	3	2	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	93	8	10	0	0	0	0
Dividend	14	0	0	0	0	0	0
Executive Pay Schemes	0	1	3	0	0	0	0
Miscellaneous	13	0	0	0	0	0	0
NED Fees	1	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	1	0	0	0	0	0	0
Share Issue/Re-purchase	41	0	3	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.6 Votes Made in the US Per Resolution Category

US/Global US & Canada

	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	1	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	1	0	1	0	0	0	0
Auditors	2	2	13	0	0	0	0
Corporate Actions	0	3	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	101	1	46	0	0	12	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	2	0	5	0	0	0	0
Miscellaneous	0	0	4	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	1	19	0	0	0	0
Share Capital Restructuring	1	0	1	0	0	0	0
Share Issue/Re-purchase	1	0	0	0	0	0	0
Shareholder Resolution	6	4	0	0	0	0	0

1.7 Votes Made in the EU Per Resolution Category

	EU & Global EU						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	2	0	9	0	0	0	0
Articles of Association	9	1	0	0	0	0	0
Auditors	2	1	0	0	0	0	0
Corporate Actions	2	0	1	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	1	0	0	0	0	0	0
Directors	15	0	15	0	2	0	0
Dividend	4	0	0	0	0	0	0
Executive Pay Schemes	0	0	7	0	0	0	0
Miscellaneous	3	2	5	0	0	0	0
NED Fees	2	0	0	0	0	0	0
Non-Voting	0	0	0	14	0	0	0
Say on Pay	0	0	3	0	0	0	0
Share Capital Restructuring	16	0	4	0	0	0	0
Share Issue/Re-purchase	15	0	2	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.8 Votes Made in the GL Per Resolution Category

	Global						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	0	0	1	0	0	0	0
Articles of Association	1	0	0	0	0	0	0
Auditors	0	0	1	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	10	0	2	0	0	0	0
Dividend	1	0	0	0	0	0	0
Executive Pay Schemes	0	0	2	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	1	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.9 Geographic Breakdown of Meetings All Supported

SZ			
Meetings	All For	AGM	EGM
1	0	0	0
AS			
Meetings	All For	AGM	EGM
0	0	0	0
UK			
Meetings	All For	AGM	EGM
21	8	0	8
EU			
Meetings	All For	AGM	EGM
18	4	0	4
SA			
Meetings	All For	AGM	EGM
0	0	0	0
GL			
Meetings	All For	AGM	EGM
0	0	0	0
JP			
Meetings	All For	AGM	EGM
2	1	0	1
US			
Meetings	All For	AGM	EGM
23	1	0	1
TOTAL			
Meetings	All For	AGM	EGM
65	14	0	14

1.10 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
TOSHIBA TEC CORP	02-10-2015	EGM	2	2	0	0
TNT EXPRESS NV	05-10-2015	EGM	16	8	0	4
BBA AVIATION PLC	09-10-2015	EGM	2	2	0	0
BEKAERT SA/NV	09-10-2015	EGM	2	0	0	2
THE PROCTER & GAMBLE COMPANY	13-10-2015	AGM	16	9	0	7
PAYCHEX INC.	14-10-2015	AGM	13	5	0	8
IG GROUP HOLDINGS PLC	15-10-2015	AGM	17	14	1	2
CITY OF LONDON INVESTMENT GROUP	19-10-2015	AGM	19	16	2	1
BHP BILLITON GROUP (GBR)	22-10-2015	AGM	25	22	0	3
THE CHUBB CORPORATION	22-10-2015	EGM	3	0	1	2
DANIELI & C. OFFICINE MECCANICHE	26-10-2015	AGM	5	1	0	2
MEDIOBANCA SPA	28-10-2015	AGM	8	6	0	2
TRANSOCEAN LTD	29-10-2015	EGM	4	4	0	0
SYMANTEC CORPORATION	03-11-2015	AGM	12	5	1	6
PHAROL SGPS SA	04-11-2015	EGM	2	1	0	1
CARDINAL HEALTH INC.	04-11-2015	AGM	13	10	0	3
SKY PLC	04-11-2015	AGM	19	12	2	5
PERRIGO COMPANY PLC	04-11-2015	AGM	17	7	2	8
LINEAR TECHNOLOGY CORPORATION	04-11-2015	AGM	10	4	0	6
KLA-TENCOR CORPORATION	04-11-2015	AGM	12	10	1	1
CDK GLOBAL	06-11-2015	AGM	12	9	0	2
PERNOD RICARD SA	06-11-2015	AGM	26	13	0	13
AUTOMATIC DATA PROCESSING INC.	10-11-2015	AGM	11	9	0	2
INTERNATIONAL PUBLIC PARTNERSHIPS LTD	10-11-2015	EGM	1	1	0	0
BROADCOM CORPORATION	10-11-2015	EGM	3	0	1	2
BARRATT DEVELOPMENTS PLC	11-11-2015	AGM	19	15	2	2

HAYS PLC	11-11-2015	AGM	18	15	0	3
MEREDITH CORPORATION	11-11-2015	AGM	5	1	0	4
MAXIM INTEGRATED PRODUCTS INC.	12-11-2015	AGM	12	6	0	6
BROADRIDGE FINANCIAL SOLUTIONS INC.	12-11-2015	AGM	11	9	1	1
KIER GROUP PLC	12-11-2015	AGM	20	16	1	3
TRINITY MIRROR PLC	13-11-2015	EGM	1	1	0	0
VIAVI SOLUTIONS INC.	17-11-2015	AGM	9	7	1	1
JPMORGAN EMERGING MARKETS I.T. PLC	17-11-2015	AGM	16	15	0	1
SMITHS GROUP PLC	17-11-2015	AGM	21	16	1	4
SOLVAY SA	17-11-2015	EGM	3	2	0	0
CAMPBELL SOUP COMPANY	18-11-2015	AGM	15	4	0	11
SYSCO CORPORATION	18-11-2015	AGM	14	3	0	11
SOUTH32 LTD	18-11-2015	AGM	7	2	0	4
ORACLE CORPORATION	18-11-2015	AGM	21	9	2	10
LONMIN PLC	19-11-2015	EGM	5	5	0	0
CISCO SYSTEMS INC.	19-11-2015	AGM	15	4	1	10
CREDIT SUISSE GROUP	19-11-2015	EGM	4	2	2	0
LADBROKES PLC	24-11-2015	EGM	4	4	0	0
CYTEC INDUSTRIES INC	24-11-2015	EGM	3	0	1	2
PARTNERSHIP ASSURANCE GROUP PLC	26-11-2015	COURT	1	1	0	0
PARTNERSHIP ASSURANCE GROUP PLC	26-11-2015	EGM	2	2	0	0
VONOVIA SE	30-11-2015	EGM	3	0	0	3
WOLSELEY PLC	01-12-2015	AGM	21	14	3	4
CHRISTIAN DIOR SA	01-12-2015	AGM	15	8	0	7
MICROSOFT CORPORATION	02-12-2015	AGM	13	9	1	3
NOKIA OYJ	02-12-2015	EGM	9	3	0	0
ANTHEM INC	03-12-2015	EGM	2	1	0	1
FIAT CHRYSLER AUTOMOBILES N.V.	03-12-2015	EGM	4	0	0	1

ASSOCIATED BRITISH FOODS PLC	04-12-2015	AGM	17	13	1	3
COMCAST CORPORATION	10-12-2015	EGM	1	1	0	0
BELLWAY PLC	11-12-2015	AGM	16	12	2	2
MEDTRONIC PLC	11-12-2015	AGM	16	11	1	3
TELECOM ITALIA SPA	15-12-2015	EGM	5	2	0	3
KANSAS CITY LIFE INSURANCE COMPANY	15-12-2015	EGM	2	0	0	2
JOHNSON MATTHEY PLC	16-12-2015	EGM	2	2	0	0
ALLIED IRISH BANKS	16-12-2015	EGM	12	12	0	0
TELECOM ITALIA SPA	17-12-2015	CLASS	1	1	0	0
KONINKLIJKE (ROYAL) PHILIPS ELECTRONICS NV	18-12-2015	EGM	1	1	0	0
JPMORGAN JAPANESE I.T. PLC	18-12-2015	AGM	13	10	3	0
OBARA GROUP INC	18-12-2015	AGM	10	8	0	2

2 Notable Oppose Vote Results With Analysis

Note: Here a notable vote is one where the Oppose result is at least 10%.

THE PROCTER & GAMBLE COMPANY AGM - 13-10-2015

1m. *Elect Ernesto Zedillo*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 86.0, Abstain: 0.6, Oppose/Withhold: 13.4,

CITY OF LONDON INVESTMENT GROUP AGM - 19-10-2015

3. *Approve Remuneration Policy*
Disclosure: Overall disclosure is acceptable however pay policy aims are not sufficiently described in terms of the Company's objectives.
Balance: Total potential awards under all incentive schemes may be excessive given that the annual bonus maximum cap is not expressed as a percentage of salary. Furthermore awards under the two incentive schemes in operation; the profit share and the ESOP do not have performance conditions and targets attached to them. There is also no holding period attached to the LTIP.
Contracts: Service contracts are one year rolling. However it is noted the CEO's contract runs until 2019. Furthermore the CEO is entitled, upon termination, to a proportion of the bonus to which he would have been entitled had he been employed the whole year. For recruiting new directors, the Committee may offer guaranteed annual bonuses. This is not considered best practice.
Rating: BED.

Vote Cast: *Oppose* Results: For: 81.2, Abstain: 0.4, Oppose/Withhold: 18.4,

THE CHUBB CORPORATION EGM - 22-10-2015

3. *To adjourn the Chubb special meeting, to solicit additional proxies*
The board proposes to adjourn the special meeting, if necessary, to permit further solicitation of proxies. Opposition is recommended as it is considered that if a sufficient number of votes are cast at the meeting for a quorum to be present, the outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

1. *Approve the agreement and plan of merger by and among ACE Limited, William Investment Holdings Corporation and Chubb*
The Board requests shareholders to approve the merger agreement among ACE Limited, William Investment Holdings Corporation and Chubb. At the effective time of the merger, William Investment Holdings Corporation (subsidiary of ACE), will merge with and into Chubb, with Chubb surviving the merger as a wholly owned subsidiary of ACE. As a result of the merger, each share of Chubb common stock will be converted into the right to receive 0.6019 of an ACE common share and

$62.93 in cash. In addition, upon completion of the merger, the right to vote on certain corporate decisions, to elect directors and to receive dividends and distributions from Company, will be extinguished. It is expected that ACE and Chubb shareholders will hold approximately 70% and 30%, respectively, of the issued and outstanding ACE common shares.
Voting recommendations on corporate actions, such as merger decisions, are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, seven out of fourteen directors were considered to be independent. This level of independence is not considered to be sufficient and does not provide assurance that the transaction received the appropriate level of objective scrutiny. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

SYMANTEC CORPORATION AGM - 03-11-2015

4. *Shareholder Resolution: International Policy Committee*
Proposed by: n/d. The Proponents request the Board of Directors to establish an International Policy Committee with outside independent experts to oversee the Company's policies and practice regarding environment, human rights, social responsibility, regulations, and other international issues that may affect the Company's operations, performance, reputation, and shareholders' value. The Proponents argue that none of the three primary committees (Audit, Compensation, and Nomination & Governance) has the function to deal with international issues regarding environment, human rights, social responsibility, and regulations, which are also related the legitimacy of the Company's operation worldwide. The Board recommends shareholders oppose and argues that the Company's policies already address the Proponents issues. In particular, the Board argues that the Nominating and Governance Committee of the Board is responsible for oversight of the Company's compliance with legal requirements, ethical standards, and corporate responsibility performance. In addition, the Board argues that the Nominating and Governance Committee actively participates in regular discussions with management regarding the environment, human rights, and social responsibility. The Board argues that the Company has supported the ten principles of the United Nations Global Compact (UNGC) to protect human rights, uphold ethical labor conditions, preserve the environment, and combat corruption and that environmental stewardship is an integral part of the Company's business strategy.
The stated aims of the Proponents are considered to be important for the Company shareholders; however, it is considered that the Company already makes a statement as to their current policy over such matters. Furthermore, it is not clear to what extent such a committee would be of any further benefit, as a result an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 3.4, Abstain: 5.3, Oppose/Withhold: 91.3,

PERRIGO COMPANY PLC AGM - 04-11-2015

1.11. *Elect Shlomo Yanai*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 81.0, Abstain: 2.9, Oppose/Withhold: 16.1,

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects

the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 88.1, Abstain: 0.1, Oppose/Withhold: 11.8,

LINEAR TECHNOLOGY CORPORATION AGM - 04-11-2015

3. *Advisory vote on executive compensation*

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDD. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 56.1, Abstain: 1.6, Oppose/Withhold: 42.3,

1.01. *Re-elect Robert H. Swanson, Jr.*

Executive Chairman. It is considered that where a Chairman has also formerly been the CEO that this could impinge on the responsibilities of the incumbent CEO. It is also considered that the Chairman should be independent of management. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

CARDINAL HEALTH INC. AGM - 04-11-2015

1.09. *Elect Gregory B. Kenny*

Independent Non-Executive Director.

Vote Cast: *For* Results: For: 86.9, Abstain: 0.3, Oppose/Withhold: 12.8,

SKY PLC AGM - 04-11-2015

19. *Meeting notification related proposal*

Shareholder approval is sought to call general meetings on 14 clear days notice. All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. However, as the proposed change is permissible by the Companies Act, support is recommended.

Vote Cast: *For* Results: For: 89.7, Abstain: 0.2, Oppose/Withhold: 10.1,

PERNOD RICARD SA AGM - 06-11-2015

O.5. *Approve Agreements with Alexandre Ricard, Chairman and CEO*
Proposal for shareholder approval of the related party agreement with Alexandre Ricard relating to his severance agreement as required by French Corporate Law. The agreement contains a forced departure clause under which Mr. Ricard is to be awarded compensation, subject to performance conditions. The clause does not contain disclosure on said performance conditions, which does not permit an assessment of their effectiveness. As the value of the proposed agreement may potentially exceed one year fixed salary, opposition is recommended.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

O.11. *Advisory Vote on Compensation of Alexandre Ricard, Chairman and CEO since 11 February 2015*
It is proposed to approve with an advisory the remuneration paid or due for the year to the Chairman and CEO, Alexandre Ricard.
There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. As per market practice, quantified targets for the variable remuneration are not disclosed as they are considered confidential information. Variable remuneration consists of an annual bonus and long term incentives. The annual bonus corresponds to 110% of fixed salary at target and is capped at 180%. However, it appears possible that the cap could be exceeded. The CEO's total variable remuneration during the year under review corresponded to less than 200% of his fixed salary, which is acceptable but may be overpaying for underperformance in the absence of quantified targets. With regards to contracts, there are no claw back clauses in place which is against best practice. The CEO's non-compete agreement includes a maximum 24 months' compensation clause, which is considerded excessive. Based on these concerns, opposition is recommended.

Vote Cast: *Oppose* Results: For: 81.0, Abstain: 0.1, Oppose/Withhold: 18.9,

O.12. *Advisory Vote on Compensation of Pierre Pringuet, CEO until 11 February 2015*
It is proposed to approve with an advisory vote the remuneration paid or due for the year to the former CEO, Pierre Pringuet.
There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. As per market practice, quantified targets for the variable remuneration are not disclosed as they are considered confidential information. Variable remuneration consists of an annual bonus and long term incentives. The annual bonus corresponds to 110% of fixed salary at target but does not appear to have been capped. There is a number of issues within the long term incentive plan (LTIP), notably the performance period of three years, which is not considered sufficient and the lack of disclosure on targets. The former CEO's total variable remuneration during the year under review correspondeded to 199.81% of his fixed salary, which is acceptable but may be overpaying for underperformance in the absence of quantified targets. Mr Pringuet has not had a contract with the Company since 2009. His severance compensation relates entirely to his directorship. He is however subject to a two-year non-compete clause in exchange for an indemnity equivalent to one year's fixed and variable compensation. It is considered that such clauses should only include fixed remuneration. It is noted that Mr. Pringuet has expressly and irrevocably waived the financial compensation that stems from his non-compete clause but has maintained his 24-month non-compete obligation after leaving the Company as Chief Executive Officer. Based on the lack of disclosure on performance targets and the subsequent potential for excessive remuneration as well as the issues identified within the LTIP, opposition is recommended.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

O.14. *Authorise Share Repurchase*
Authority is sought to allow the Board to repurchase and use capital stock within legal boundaries. The repurchase is limited to 10% of share capital. The authority will

be valid for 18 months and can be used during a period of public offer. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 70.0, Abstain: 0.1, Oppose/Withhold: 29.9,

E.17. *Issue shares without pre-emption rights*
It is proposed to authorize the Board to issue shares without pre-emptive rights for up to 10% of the share capital. Such authority cannot be used in time of public offer. Meets guidelines.

Vote Cast: *For* Results: For: 88.6, Abstain: 0.1, Oppose/Withhold: 11.3,

E.18. *Authorize Board to increase capital in the event of additional demand*
In addition to the share issuance authorities sought above, the Board requests shareholder authority for a capital increase of additional 15%, in case of exceptional demand.
A green shoe authorisation enables an authorization of additional shares in the event of exceptional public demand. In this case, the authorization would increase allow the placement of up to 15% additional new shares within a thirty day period at a price equal to that of the initial offer. There are concerns with such authorities as they may potentially represent a discount superior to the discount to which the initial authorisation is limited due to a potential rise in share price in the period between original issuance and secondary issuance. Given the potential for inequitable treatment of shareholders, opposition is recommended.

Vote Cast: *Oppose* Results: For: 87.2, Abstain: 0.1, Oppose/Withhold: 12.8,

E.19. *Authorize Capital Increase for Contributions in Kind*
The Board requests authority to issue shares and capital securities in consideration for contributions in kind up to 10% of the issued share capital over a period of 26 months. The proposal is within legal limits and cannot be used in time of public offer. Support is recommended

Vote Cast: *For* Results: For: 89.3, Abstain: 0.1, Oppose/Withhold: 10.6,

E.20. *Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Exchange Offers*
Proposal to use the authorities sought under resolutions 16 and 17 in time of public offer. The use of share increase or share repurchase during public offer (i.e. a takeover) is considered to be counter to shareholders best interests as they could entrench the board subject to an hostile takeover.

Vote Cast: *Oppose* Results: For: 89.5, Abstain: 0.1, Oppose/Withhold: 10.5,

AUTOMATIC DATA PROCESSING INC. AGM - 10-11-2015

1.08. *Re-elect John P. Jones*
Non-Executive Chairman. Not considered independent as he has served on the Board for more than nine years. However, there is sufficient independent representation on the Board.

Vote Cast: *For* Results: For: 89.5, Abstain: 0.0, Oppose/Withhold: 10.5,

BROADCOM CORPORATION EGM - 10-11-2015

3. *Advisory vote on executive compensation*

The Company is seeking shareholder approval of golden parachute payments being made to the executives in connection with the merger. It is noted that this proposal is advisory.

Golden parachute payments are considered excessive, with cash severance equal to 3x/2x annual base salary and annual bonus, plus a pro-rata annual bonus at 150% of target for the fiscal year. This amount is equal to $10.50m for the CEO. In addition, the CEO is entitled to $85.30m in equity.

The Company has stated that the new Company has substituted all unvested equity awards for shares in the new Company, which have the same vesting conditions as awards made prior to the merger. Any shares that have vested, will be cancelled with the recipient receiving an amount in cash equal to the product of the number of shares.

There are concerns over the excessive nature of equity awards. Mr McGregor's (CEO) total severance package is roughly 97.84x his base salary. On this basis, shareholders are advised to oppose.

Vote Cast: *Oppose* Results: For: 88.3, Abstain: 0.6, Oppose/Withhold: 11.1,

SYSCO CORPORATION AGM - 18-11-2015

1f. *Elect Jonathan Golden*

Non-Executive Director. Not independent as he is a partner and the sole shareholder of the law firm Arnall Golden Gregory LLP, which is counsel to Sysco. In addition, he has served on the Board for over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 83.7, Abstain: 0.5, Oppose/Withhold: 15.8,

1g. *Elect Joseph A. Hafner, Jr.*

Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

ORACLE CORPORATION AGM - 18-11-2015

1.1. *Elect Jeffrey S. Berg*

Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Withhold* Results: For: 76.3, Abstain: 0.0, Oppose/Withhold: 23.7,

1.2. *Elect H. Raymond Bingham*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Withhold* Results: For: 69.1, Abstain: 0.0, Oppose/Withhold: 30.9,

1.3. *Elect Michael J. Boskin*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Withhold* Results: For: 69.2, Abstain: 0.0, Oppose/Withhold: 30.8,

1.4. *Elect Safra A. Catz*
Chief Executive Officer.

Vote Cast: *For* Results: For: 80.9, Abstain: 0.0, Oppose/Withhold: 19.1,

1.5. *Elect Bruce R. Chizen*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 69.5, Abstain: 0.0, Oppose/Withhold: 30.5,

1.6. *Elect George H. Conrades*
Independent Non-Executive Director.

Vote Cast: *For* Results: For: 69.9, Abstain: 0.0, Oppose/Withhold: 30.1,

1.7. *Elect Lawrence J. Ellison*
Executive Chairman. It is considered that where a Chairman has also formerly been the CEO that this could impinge on the responsibilities of the incumbent CEO. It is also considered that the Chairman should not have an executive position, particularly where there are insufficient independent directors. A withhold vote is recommended.

Vote Cast: *Withhold* Results: For: 79.7, Abstain: 0.0, Oppose/Withhold: 20.3,

1.8. *Elect Hector Garcia-Molina*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Withhold* Results: For: 79.5, Abstain: 0.0, Oppose/Withhold: 20.5,

1.9. *Elect Jeffrey O. Henley*
Executive Vice Chairman. There is no independent Non-Executive Chairman, contrary to best practice guidelines. As there is also no Lead Director and insufficient independence on the Board, a withhold vote is recommended.

Vote Cast: *Withhold* Results: For: 79.9, Abstain: 0.0, Oppose/Withhold: 20.1,

1.10. *Elect Mark V. Hurd*
Chief Executive Officer.

Vote Cast: *For* Results: For: 80.9, Abstain: 0.0, Oppose/Withhold: 19.1,

1.12. *Elect Naomi O. Seligman*
Non-Executive Director. Not considered independent as she has served on the Board for more than nine years. there is insufficient independent representation on the Board.

Vote Cast: *Withhold* Results: For: 69.6, Abstain: 0.0, Oppose/Withhold: 30.4,

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 48.1, Abstain: 0.5, Oppose/Withhold: 51.4,

5. *Shareholder Resolution: Renewable Energy Targets*
Proposed by: Trillium Asset Management LLC. The Proponent requests the Board of Directors to set company-wide quantitative targets by March 2016 to increase renewable energy sourcing and/or production. The Proponent argues that the Company does not have renewable energy targets and as a result it may be lagging behind its industry peers. The Board recommends shareholders oppose and states that adoption of the proposal is unnecessary given the Company's efforts to use renewable energy sources, increase energy efficiency and reduce greenhouse gas (GHG) emissions. In particular, the Board argues that the Company supports renewable energy through the purchase of Renewable Energy Certificates and the use of renewable energy at many of the Company's facilities globally and employs a number of energy-saving technologies. In addition, the Board states that in the 2014 Corporate Responsibility Report the Company has set sustainability goals which intends to achieve by the end of 2016 (a 10% reduction in energy use in its facilities as compared to 2010 energy use and a 6% improvement in its power usage effectiveness in data centres, as compared to 2010 power usage).
The Proponent has not established a case as to how the resolution will impact on shareholder value. We advise abstaining on this resolution.

Vote Cast: *Abstain* Results: For: 4.0, Abstain: 11.6, Oppose/Withhold: 84.4,

6. *Shareholder Resolution: Proxy Access*
Proposed by: the Nathan Cummings Foundation. The Proponent requests the Board of Directors to adopt a 'proxy access' bylaw. This would allow shareholders who have held at least 3% of the Company's relevant issued shares for three years or more to nominate candidates for election to the Board. The Company would be obliged

to include such nominees on the general meeting proxy form. The resolution includes proper procedural safeguards for the nomination process. The nominators will be required to certify that their shares were acquired as normal investment business and not for ancillary purposes. The Board is against this proposal and states that proxy access could harm the Company and shareholders as it could facilitate the election of special interest directors who seek to further the particular agendas of the shareholders who nominated them and not the interests of all shareholders.
The move, that would strengthen shareholder democracy, is supported, and it is considered that the proposal would help to increase independent representation on the Board. Furthermore, the requested threshold for holding requirement for nominators is considered sufficient. Furthermore, the nomination of new Board members would facilitate greater independence in the oversight of the Company. Support is therefore recommended.

Vote Cast: *For* Results: For: 54.7, Abstain: 0.6, Oppose/Withhold: 44.7,

8. *Shareholder Resolution: Amendment of the Governance Guidelines*
Proposed by: PGGM Vermogensbeheer B.V. and Railways Pension Trustee Company Limited as a co-sponsor. The Proponents request the Board of Directors to approve an amendment to the Company's Corporate Governance Guidelines to include a new Section 15. Engagement with Shareholders, and to strike the fifth and sixth sentences of the fourth paragraph of Section 3., setting forth a policy requiring that the Board engages with shareholders on matters of shareholder concern. The Proponents state that the ability of shareholders to communicate with the Board is not effective. In particular, the Proponents argue that at the 2014 Annual General Meeting, their request for dialogue regarding corporate governance matters was turned down and none of their letters written to the Board were received by the independent directors. The Board recommends shareholders oppose and states that the Company has a robust communications process. The Board argues that in fiscal 2015, Board members met with shareholders constituting approximately 33% of the outstanding shares and that since the beginning of fiscal 2016, independent directors have met with eight of the Company's largest institutional shareholders. In addition, the Board argues that in the event that meetings between directors and shareholders cannot be co-ordinated, senior officers meet with the shareholders. In particular, in fiscal 2014, senior officers met with representatives of both Proponents and offered to arrange a meeting between the Proponents and another senior officer, which was declined.
The establishment of a policy on engaging with shareholders will improve shareholder communications and should prove of benefit for all parties. A vote for is recommended.

Vote Cast: *For* Results: For: 34.9, Abstain: 0.4, Oppose/Withhold: 64.7,

9. *Shareholder Resolution: Vote Tabulation*
Proposed by: the Chief Executive of Investor Voice. The Proponent requests the Board of Directors to amend the Company's governing documents to provide that all matters presented to shareholders, other than the election of directors, shall be decided by a simple majority of the shares voted For and Against an item. The Proponent states that the Company includes abstentions in the formula for all votes, then counts every Abstain vote as if it were an Against vote. The Proponent argues that adoption of the proposal would harmonize how Company both counts and reports voting results to shareholders, the SEC, and press. The Board recommends shareholders oppose and argues that the Company's voting standards are clearly disclosed and they reflect the Delaware law default standards followed by a majority of Delaware corporations. The Board argues that similar shareholder proposals received the support of only approximately 8.4% and 8.7% of Company common stock at annual meetings in 2014 and 2013, respectively.
It is considered that shareholders should have the right to approve most matters submitted for their consideration by a simple majority of the shares voted. However, it is appropriate for certain matters to be subject to a higher approval threshold. As a result, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 9.6, Abstain: 0.4, Oppose/Withhold: 90.0,

10. *Shareholder Resolution: Lobbying Report*

Proposed by: Boston Common Asset Management, LLC. The Proponent requests the Board of Director to prepare a report, updated annually, disclosing: the Company's policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications; payments by the Company used for direct or indirect lobbying or grassroots lobbying communications, in each case including the amount of the payment and the recipient; the Company's membership in and payments to any tax-exempt organization that writes and endorses model legislation; and a description of the Board's decision making process for making such payments. The Proponent states that the Company spent more than $27 million on lobbying for 2013 and 2014 and that it does not disclose its memberships in, or payments to, trade associations, or the portions of such amounts used for lobbying. The Board recommends shareholders oppose and argues that the Company discloses information regarding its lobbying and political activities as required by law. In particular, the Board states that the Company's voluntary 2014 Political Contributions report discloses political contributions under state and local laws and donations to organizations operating under Section 527 of the Internal Revenue Code. The Board argues that adoption of the proposal could put the Company at a relative disadvantage to its competitors and that the report would be a misuse of Company resources.
It is considered that the transparency and completeness of the Company's reporting on lobbying could be improved. The amount of shareholder funds involved appears to be sufficiently significant to warrant greater disclosure to shareholders. Moreover, it is to the benefit of the Company and its shareholders to be open about lobbying activities and so avoid any suspicion (and the damage that may cause to the Company's reputation) that the Company may be using shareholders' funds in an inappropriate way to gain undue influence. The request for a report is considered reasonable and support is recommended.

Vote Cast: *For* Results: For: 26.7, Abstain: 10.7, Oppose/Withhold: 62.6,

LONMIN PLC EGM - 19-11-2015

5. *Issue shares for cash in connection with the proposed rights issue and Bapo BEE placing*
It is proposed that the Directors be authorised to allot shares for cash in connection with the Proposed Rights Issue and the Bapo BEE Placing. The authority expires at the sooner of the 2016 AGM or 15 months after the passing of the resolution. Given the inter conditionality of the proposals, wherein each proposal can only be passed if all are supported and given the support for the other resolutions, support is recommended.

Vote Cast: *For* Results: For: 87.6, Abstain: 0.3, Oppose/Withhold: 12.1,

4. *Issue shares with pre-emption rights in connection with the proposed rights issue*
It is proposed that the Directors be authorised to exercise all the powers of the Company to allot shares up to an aggregate nominal amount of ordinary share capital of $400,000,000. This represents in excess of 99.99% of the total issued share capital of Lonmin following completion of the Sub-Division based on the nominal value of the new shares of $0,000001. The Directors intend to use this authority to allot up to 400,000,000,000,000 million New Shares in connection with the Proposed Rights Issue and for no other purpose. Given the inter conditionality of the proposals, wherein each proposal can only be passed if all are supported and given the support for the other resolutions, support is recommended.

Vote Cast: *For* Results: For: 87.7, Abstain: 0.3, Oppose/Withhold: 12.1,

3. *Issue shares with pre-emption rights with the Bapo BEE placing*
It is proposed that the Directors be authorised to allot shares at their nominal value of US$0.000001 per New Share up to an aggregate nominal amount of ordinary share capital of US$9,150,128.98. This will enable the Board to issue and allot up to 9,150,128,976,631 Shares in connection with the Bapo BEE Placing. Under the mining charter, Group companies in South Africa are required to ensure economic participation in their assets by groups representing Highly Disadvantaged South

Africans (HDSAs) through the Black Economic Empowerment (BEE) placing process. The proposed rights issue would have the effect of diluting the share ownership of this Community as the Bapo Community cannot afford to take up its rights. This proposal will ensure the Bapo community maintains its holding and the Company complies with the provisions of the mining charter as maintaining HDSA equity ownership is one of the factors on which the Group is assessed by the South African Department of Mineral Resources when considering the Group's on-going compliance with the Mining Charter. Given the inter conditionality of the proposals, wherein each proposal can only be passed if all are supported and given the support for the other resolutions, support is recommended.

Vote Cast: *For* Results: For: 88.6, Abstain: 0.3, Oppose/Withhold: 11.1,

2. *Amend Articles*
Approval is sought to amend the Company's articles of association by the insertion of a new article 12A which provides for the 2015 Deffered Share Rights, pursuant to the proposed Rights Issue as described in Resolution One. The 2015 Deferred shares are issued solely to facilitate the reduction in the nominal value of the shares. The articles contain their limitation and restrictions including limitations on income, capital, voting rights and their transfer and purchase. Given the inter conditionality of the proposals, wherein each proposal can only be passed if all are supported and given the support for the other resolutions, a vote in favour is recommended.

Vote Cast: *For* Results: For: 87.7, Abstain: 0.3, Oppose/Withhold: 12.0,

1. *Approve capital reorganisation*
The Company proposes to raise approximately US$407 million by way of a rights issue in order to provide the Group with sufficient financial flexibility and to satisfy the principal condition precedent of Amended Facilities Agreements it has entered. The Rights Issue will result in the issue of 26,997,717,400 new shares (representing 97.87 per cent) of the enlarged issued share capital of Lonmin) at a price of 1.00 pence per New share. The price equates to a 94pc discount to the producer's closing price of 16.25p on November 6. Holders will get 46 new securities for every one held.
Given that the shares have been trading at a discount for a significant period of time, to avoid the allotment of shares at a discount to their nominal value, this proposal is made. In order to reduce the nominal value of the Shares to undertake the proposed rights issue and the Bapo BEE Placing, shareholders will be asked to approve the Sub-division of existing shares of $1.00 nominal value into one intermediate ordinary share of $0.000001 and one 2015 deferred share of $0.999999 value. The deferred shares are issued solely to facilitate the reduction in the nominal value of the shares and are valueless. Furthermore, under the terms of the 2015 deferred shares, the Company will have the ability to buy back the 2015 deferred shares for aggregate consideration of US40.01 and/or transfer all of the 2015 Deferred shares to the secretary of the Company for nil consideration without obtaining the sanction of the holder or holders of the shares. Approval is sought for a capital re-organisation planned by the Company, comprising the Sub-division and subsequent consolidation of its Shares.
Such transactions are considered on the basis of whether the transaction has been adequately explained and whether there is sufficient independent oversight of the recommended transaction. The circular contains full details of the transaction and there is a sufficient balance of independence on the Board. This provides assurance that the decision was taken with appropriate independence and objectivity. Therefore shareholders are recommended to approve.

Vote Cast: *For* Results: For: 87.7, Abstain: 0.3, Oppose/Withhold: 12.0,

CISCO SYSTEMS INC. AGM - 19-11-2015

1f. *Elect Dr. John L. Hennessy*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 87.0, Abstain: 0.5, Oppose/Withhold: 12.5,

4. *Shareholder Resolution: Holy Land Principles*
Proposed by: The Holy Land Principles, Inc. The proponent requests the Board of Directors to: Make all possible lawful efforts to implement and/or increase activity on each of the eight Holy Land Principles (see supporting information on this resolution for the principles). The proponent believes that Cisco benefits by hiring from the widest available talent pool. An employee's ability to do the job should be the primary consideration in hiring and promotion decisions. Implementation of the Holy Land Principles– which are both pro-Jewish and pro-Palestinian – will demonstrate Cisco's concern for human rights and equality of opportunity in its international operations. The board states that after consideration, it feels the proposal is unnecessary in light of the Company's demonstrated commitment to equal employment opportunity without regard to age, race, colour, gender, national origin, religion, sexual orientation, gender identity or expression, disability, veteran status or any other protected status. Its Equal Employment Opportunity/Workplace Conduct Policy Statement clearly sets forth the standards under which Cisco treats all employees and applicants for employment which can be found on the company's website.
The Proponent has not demonstrated how the the adoption of the resolution would improve the employment policies and practices of the Company, which already embrace a commitment to equal opportunities. On this basis a vote to abstain is recommended.

Vote Cast: *Abstain* Results: For: 2.6, Abstain: 5.8, Oppose/Withhold: 91.6,

5. *Shareholder Resolution: Proxy Access*
Proposed by: James McRitchie. The Proponents request the Board to adopt a "proxy access" bylaw. This would allow shareholders who have held at least 3% of the Company's relevant issued shares for three years or more to nominate candidates for election to the Board. The Company would be obliged to include such nominees on the general meeting proxy form. The resolution includes proper procedural safeguards for the nomination process. The nominators will be required to certify that their shares were acquired as normal investment business and not for ancillary purposes. The Board is against this proposal and states that it believes that the current corporate governance guidelines and Board practices provide long-term stockholders a meaningful voice in electing directors; adoption of this proposal would be not only unnecessary but also potentially expensive and disruptive; and that Proxy access would serve only to interfere with the Board's ability to serve the long term interests of all stockholders.
The move, that would strengthen shareholder democracy, is supported, and it is considered that the proposal would help to increase independent representation on the Board. Furthermore, the requested threshold for holding requirement for nominators is considered sufficient. Furthermore, the nomination of new Board members would facilitate greater independence in the oversight of the Company. Support is therefore recommended.

Vote Cast: *For* Results: For: 64.0, Abstain: 1.1, Oppose/Withhold: 34.9,

VONOVIA SE EGM - 30-11-2015

1. *Approve authority to increase authorised share capital against contributions in kind without pre-emptive rights*
It is proposed to authorize the Board to increase the share capital by issuing shares rights for up to 52.61% of the share capital against a contribution in kind. Shareholders will not be granted pre-emptive rights and the potential dilution exceeds guidelines. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 78.2, Abstain: 0.0, Oppose/Withhold: 21.8,

2. *Approve authority to increase authorised share capital against cash contribution without pre-emptive rights*
It is proposed to authorize the Board to increase the share capital that will result from the implementation of the capital increase against contribution in kind to be resolved in accordance with resolution 1 (EUR 711.19 million), by up to EUR 12.27 million by way of issuing up to 12.27 million shares against a cash contribution. Shareholders will not be granted pre-emptive rights and whilst the potential dilution of 1.72% would be within guidelines, it is advised to oppose in light of the potentially dilutive effect of the implementation of Resolution 1.

Vote Cast: *Oppose* Results: For: 78.6, Abstain: 0.0, Oppose/Withhold: 21.4,

3. *Approve Creation of Capital without pre-emptive Rights*
The Company requests the authority to create a new authorized capital. The authority would allow the Company to increase the share capital once or several times during the period ending 30 November 2016 by up to EUR 12,266,064 by issuing up to 12,266,064 no par value registered shares against contributions in cash and/or in kind. However, taken together with the other authorities requested, the level of dilution exceeds guidelines. Therefore, opposition is recommended.

Vote Cast: *Oppose* Results: For: 78.5, Abstain: 0.0, Oppose/Withhold: 21.5,

3 Oppose/Abstain Votes With Analysis

TNT EXPRESS NV EGM - 05-10-2015

5.i. *Elect D. Cunningham to the Supervisory Board*
Non-Executive Director. Not considered to be independent as he is the Executive Vice President and Chief Financial Officer of FedEx Express, which has made a public offer for the Company. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

5.ii. *Elect C. Richards to the Supervisory Board*
Non-Executive Director. Not considered to be independent owing to her position as Senior Vice President and General Counsel at FedEx Services, which has made a public offer for the Company. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

5.iii. *Elect D. Bronczek to the Supervisory Board*
Non-Executive Chairman. Not considered to be independent as he is the President and Chief Executive Officer of FedEx Express, which has made a public offer for the Company. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

7. *Amendment of the remuneration arangements with Mr. De Vries and approval of a one-off retention bonus of EUR 250,000*
It is proposed to amend the remuneration arrangements with Mr. De Vries and approve a one-off retention bonus of EUR 250,000. The Board is to make a conditional amendment to the 2014 remuneration policy of the Executive Board to make changes to the remuneration of Mr. De Vries as per the Settlement Date. The aforementioned retention bonus is subject to Mr. De Vries no longer being entitled to the variable component of the Company's remuneration policy six months following the Settlement Date. There are concerns over the discretionary nature and hence the lack of performance conditions attached to any form of one-off retention bonuses. Making such awards is a deviation of the principle of pay for performance and as such, opposition is recommended.

Vote Cast: *Oppose*

BEKAERT SA/NV EGM - 09-10-2015

1. *Approve the NV Bekaert Stock Option Plan 2015-2017*
The Company requests general approval to issue an undisclosed amount of stock options to be determined by the Board of Directors on the motion of the Nomination and Remuneration Committee. The shares are to be awarded to executives and senior management as well as a limited number of management employees of the Company, over a period of 24 months. There are no quantifiable performance conditions underlying the grant of options. The shares are to be offered for free following an assessment of the beneficiary's long term contribution.

In light of the lack of performance conditions applied to this specific plan and the potential for excessive dilution levels underlying the grant of shares, opposition is recommended.

Vote Cast: *Oppose*

2. *Approve the NV Bekaert SA Performance Share Plan 2015-2017*
The Company requests general approval to issue an undisclosed amount of Performance Share Units. The shares are to be awarded free of charge to executives and senior management as well as a limited number of management employees of the Company, over a period of 24 months. The shares are scheduled to vest after three years, which is not considered to be sufficiently long-term, upon the achievement of performance targets set annually by the Board. Performance targets remain undisclosed at this time. Achievement at threshold levels is to induce a minimum vesting of 50% of the granted Performance Share Units, which is excessive and may be paying for under performance.
As the performance conditions applied to this specific plan do not meet guidelines and the levels of dilution are unknown in view of the lack of disclosure of amounts of shares to be granted, opposition is recommended.

Vote Cast: *Oppose*

THE PROCTER & GAMBLE COMPANY AGM - 13-10-2015

1d. *Elect Scott D. Cook*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 96.3, Abstain: 0.5, Oppose/Withhold: 3.2,

1f. *Elect A.G. Lafley*
Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. Although the positions of Chairman and CEO will be split from November 2015, Mr Lafley will continue as Executive Chairman. This situation blurs the division of responsibilities between CEO and Executive Chairman, and leaves the Board without an independent Chairman.
An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.5, Oppose/Withhold: 2.9,

1h. *Elect W. James McNerney, Jr.*
Lead Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 95.8, Abstain: 0.5, Oppose/Withhold: 3.7,

1j. *Elect Margaret C. Whitman*
Non-Executive Director. Not considered independent as she has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 96.8, Abstain: 1.0, Oppose/Withhold: 2.2,

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDC. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 91.2, Abstain: 0.9, Oppose/Withhold: 8.0,

1m. *Elect Ernesto Zedillo*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 86.0, Abstain: 0.6, Oppose/Withhold: 13.4,

2. *Appoint the auditors*
Deloitte proposed. Non-audit fees represented 3.88% of audit fees during the year under review and 4% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. The current auditor has been in place for 125 years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.5, Oppose/Withhold: 1.3,

PAYCHEX INC. AGM - 14-10-2015

1a. *Elect B. Thomas Golisano*
Non-Executive Chairman. Not considered independent as he holds 10.4% of the issued share capital, and was President and CEO of the Company until 2004. Therer is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.4, Oppose/Withhold: 1.2,

1c. *Elect David J.S. Flaschen*
Non-Executive Director. Not considered independent as he has served on the Board from more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 97.6, Abstain: 0.4, Oppose/Withhold: 2.0,

1d. *Elect Phillip Horsley*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years during his first tenure with the Company between 1982 and 2009. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 98.0, Abstain: 0.4, Oppose/Withhold: 1.6,

1e. *Elect Grant M. Inman*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 95.1, Abstain: 0.4, Oppose/Withhold: 4.4,

1f. *Elect Pamela A. Joseph*
Non-Executive Director. Not considered independent as she has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.4, Oppose/Withhold: 0.7,

1h. *Elect Joseph M. Tucci*
Lead Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 96.3, Abstain: 0.4, Oppose/Withhold: 3.2,

2. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BEA. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 96.1, Abstain: 0.7, Oppose/Withhold: 3.2,

3. *Approve annual share incentive plan*
The Company has put forward a resolution requesting shareholders to approve the Company's 2002 Stock Incentive Plan, including an increase in the aggregate number of shares of common stock available for issuance under the 2002 Plan by 5,000,000 to a total of 42,500,000. As of May 31, 2015, 32.8 million shares have been granted subject to awards under the 2002 Plan and 18.6 million shares remain available. The Plan permits the Company to grant incentive stock options, non-qualified stock options, stock appreciation rights, stock awards, restricted stock, restricted stock units, and performance awards. The Plan is open to all employees and is administered by the G&C Committee which has the authority to: interpret the Plan; establish rules and regulations; select the participants; determine the type, size, terms of awards. Under the Plan, participants may not be granted any award for more than 1,500,000 Shares in the aggregate in any calendar year. In addition, the maximum amount payable pursuant to all Performance Awards to any Participant in any calendar year is $8,000,000 in value.
The Plan Amendment includes a new clawback provision; however, it allows the Committee too much discretion to determine the size, type and term of awards. There

are concerns that performance conditions may be attached to awards at the Committee's discretion and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. Stock options and restricted shares granted during the last fiscal year are not subject to performance targets. In addition, the maximum value limit of $8,000,000 is considered excessive. As a result, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 95.4, Abstain: 0.6, Oppose/Withhold: 4.0,

IG GROUP HOLDINGS PLC AGM - 15-10-2015

2. *Approve the Remuneration Report*
Disclosure: Overall disclosure is acceptable however it is noted that gains made by Executive Directors on the exercise of historical awards are not disclosed.
Balance: The CEO's salary is considered in the upper quartile of a peer comparator group. The Company has one variable incentive scheme in place, the Sustained Performance Plan (SPP), each year awards are made into a 5 year plan account with a certain percentage of the total contributions (current year and previous years if any) vesting each year. The award for the year under review is considered excessive at 206% while CEO total reward (contribution out of the plan account for the year) is not considered excessive at 167.6% of salary. However it is noted that the CEO exercised 179,923 shares awarded under legacy plans in the year under review. Gains on exercise are not disclosed. The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over five years is commensurate with the change in TSR over the same period.
Rating: BC.

Vote Cast: *Abstain* Results: For: 94.9, Abstain: 4.2, Oppose/Withhold: 1.0,

12. *Re-appoint the auditors*
PWC LLP proposed. Non-audit fees represented 100.00% of audit fees during the year under review and 91% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor.

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.1, Oppose/Withhold: 1.3,

15. *Issue shares for cash*
The authority is limited to 10% of the share capital. Despite the changes to the Pre-emption Rights Group suggestions, PIRC maintains that any general authority to issue shares for cash should maintain the current 5% limit. It is recommended to oppose.

Vote Cast: *Oppose* Results: For: 90.2, Abstain: 6.3, Oppose/Withhold: 3.4,

CITY OF LONDON INVESTMENT GROUP AGM - 19-10-2015

3. *Approve Remuneration Policy*
Disclosure: Overall disclosure is acceptable however pay policy aims are not sufficiently described in terms of the Company's objectives.
Balance: Total potential awards under all incentive schemes may be excessive given that the annual bonus maximum cap is not expressed as a percentage of salary. Furthermore awards under the two incentive schemes in operation; the profit share and the ESOP do not have performance conditions and targets attached to them.

There is also no holding period attached to the LTIP.
Contracts: Service contracts are one year rolling. However it is noted the CEO's contract runs until 2019. Furthermore the CEO is entitled, upon termination, to a proportion of the bonus to which he would have been entitled had he been employed the whole year. For recruiting new directors, the Committee may offer guaranteed annual bonuses. This is not considered best practice.
Rating: BED.

Vote Cast: *Oppose* Results: For: 81.2, Abstain: 0.4, Oppose/Withhold: 18.4,

10. *Re-elect Barry Olliff*
Chief Executive Officer. It is noted his service contract is valid until 31st December 2019. It is also noted that under his contract, upon termination, he will be entitled to a proportion of the bonus to which he would have been entitled had he been employed the whole year.

Vote Cast: *Abstain* Results: For: 99.0, Abstain: 0.9, Oppose/Withhold: 0.1,

14. *Appoint the auditors*
Moore Stephens LLP proposed. Non-audit fees represented 15.56% of audit fees during the year under review and 24.09% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain* Results: For: 99.1, Abstain: 0.9, Oppose/Withhold: 0.0,

BHP BILLITON GROUP (GBR) AGM - 22-10-2015

1. *Receive the Annual Report*
Strategic Report meets guidelines. Adequate environmental and employment policies are in place and quantifiable environmental reporting is detailed. It is of concern that there were worked related fatalities in FY2015.
There is no vote relating to the final dividend paid during the year. In August 2015 the Board declared a final dividend of 62 US cents per share. A statement is made that Company articles permit dividend payment in any manner or by any means determined by the Board. However the lack of opportunity to approve the dividend is a concern. The vote by shareholders on the dividend, on unqualified accounts, discharges the duties of the directors in tandem with the legal responsibilities of the auditors, and reaffirms the necessity of reliably audited accounts for financial governance to function properly. Consequently, an oppose vote is recommended.

Vote Cast: *Oppose*

2. *Appoint the auditors*
KPMG proposed. Non-audit fees represented 51.43% of audit fees during the year under review and 33.16% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

9. *Approve equity award grant to executive director*
The Board is seeking shareholder approval for the purposes of ASX Listing Rule 10.14 for the for the acquisition of securities under the Group's STIP and LTIP by the Chief Executive Officer (CEO).
The use of a single performance criteria is not best practice, particularly since relative performance is outside of the control of the executive. At less than three deciles between the lower and upper performance levels, the vesting scale is not considered sufficiently broad. Furthermore, the size of the grant is potentially excessive, particularly when combined with the annual short term incentives. Based on these concerns, it is recommended that shareholders oppose.

Vote Cast: *Oppose*

THE CHUBB CORPORATION EGM - 22-10-2015

2. *Approve, by advisory (non-binding) vote, certain compensation arrangements for Chubb's named executive officers*
The Board is seeking approval of the compensation payable to the Company's Named Executive Officers (NEOs) in connection with the merger. PIRC considers that payments relating to merger and aquisition transactions have the potential to intefere with the exercise of objective judgement by the board responsible for making the decision in the best interests of shareholders. This is the particularly the case where board members include NEOs who will receive such payments but even where this is not the case the quantum of such payments can represent a conflict of interest in board deliberations of the relevant transaction.
In considering whether NEO payments related to the merger are appropriate PIRC seeks to identify whether amounts normally payable to NEOs are enhanced as a result of the change in control and include elements that are not pro-rated against performance or earned by service prior to payment. The Company provides for benefits, if the executive officer is terminated by the Company without 'cause' or due to an 'involuntary termination' or resigns due to a 'constructive termination'. The Company and ACE have agreed that any Chubb executive officer, who is terminated due to an involuntary termination or constructive termination following the effective time of the merger but prior to the payment of 2015 bonuses will be paid the full bonus amount awarded. In addition, the equity award agreements in respect of the outstanding restricted stock unit awards held by executive officers (other than Mr. Finnegan, whose awards already provide for vesting upon certain terminations of employment), will be modified to provide for full vesting upon termination due to involuntary termination other than for 'cause' or a 'constructive termination'. At the effective time of the merger, each option to purchase shares of the Company's common stock that is outstanding will be converted into an option to purchase the number of ACE common shares equal to the product of: the number of shares of the Company's common stock underlying each option immediately prior to the effective time of the merger multiplied by an 'equity award conversion amount'. However, if shareholders approve the merger, John D. Finnegan will receive a total compensation of $80.4m and together with the Named Executive Officers will receive an aggregate total compensation of $119.9m which is considered to be excessive. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 98.2, Oppose/Withhold: 1.8,

3. *To adjourn the Chubb special meeting, to solicit additional proxies*
The board proposes to adjourn the special meeting, if necessary, to permit further solicitation of proxies. Opposition is recommended as it is considered that if a sufficient number of votes are cast at the meeting for a quorum to be present, the outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

1. *Approve the agreement and plan of merger by and among ACE Limited, William Investment Holdings Corporation and Chubb*
The Board requests shareholders to approve the merger agreement among ACE Limited, William Investment Holdings Corporation and Chubb. At the effective time of the merger, William Investment Holdings Corporation (subsidiary of ACE), will merge with and into Chubb, with Chubb surviving the merger as a wholly owned subsidiary of ACE. As a result of the merger, each share of Chubb common stock will be converted into the right to receive 0.6019 of an ACE common share and $62.93 in cash. In addition, upon completion of the merger, the right to vote on certain corporate decisions, to elect directors and to receive dividends and distributions from Company, will be extinguished. It is expected that ACE and Chubb shareholders will hold approximately 70% and 30%, respectively, of the issued and outstanding ACE common shares.
Voting recommendations on corporate actions, such as merger decisions, are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, seven out of fourteen directors were considered to be independent. This level of independence is not considered to be sufficient and does not provide assurance that the transaction received the appropriate level of objective scrutiny. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

DANIELI & C. OFFICINE MECCANICHE AGM - 26-10-2015

4. *Approve the Remuneration Report*
It is proposed to approve the remuneration report with an advisory vote.
There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. Variable remuneration consists only of an annual bonus that corresponds to 30% of fixed salary at target. However, it appears possible that the cap could be exceeded, as the Board may award discretionary payments to executives, whose process has not been disclosed. There are no severance agreements in place. However as per Italian Law, employees terminated without cause receive 7.41% of the total remuneration received during their entire service.
Although the total potential variable remuneration seems to be broadly in line with best practice, there is no disclosure regarding the quantified criteria that should inform it. Variable remuneration may eventually overpaying against underperformance. In addition, there is an element of discretion upon the Board, who should approve any exceptional payment. With this respect, there are serious concerns over the organization of the Board, as there are no committees and the Board itself includes a significant number of members connected with the major shareholder or employed by the Company.
On balance, opposition is recommended.

Vote Cast: *Oppose*

5. *Authorise Share Repurchase*
Authority is sought for the purchase and following disposal of own shares for up to 20% of the share capital, which exceeds guidelines. As per Article 2357(4) of the Italian Civil Code, shares exceeding 10% of the share capital should be canceled and the share capital should be reduced accordingly.

Vote Cast: *Oppose*

MEDIOBANCA SPA AGM - 28-10-2015

O.2. *Approve the Remuneration Report*
It is proposed to approve the remuneration report with an advisory vote.
There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. Variable remuneration consists of an annual bonus, partly paid in shares and deferred over five years (which make the long term incentive). It is capped at 200% of the salary for key risk takers, defined in accordance with the CRD IV. All of the variable remuneration is subject to clawback and malus, which is welcomed.
Despite a consistently capped variable remuneration, there are concerns that variable remuneration may overpay overall, as quantified performance criteria are not disclosed. In addition, although a disclosed severance policy is welcomed, its cap is considered excessive (24 months of total remuneration or EUR 5 million). On these grounds, opposition is recommended.

Vote Cast: *Oppose*

O.3. *Approve new executive performance option scheme*
This proposal does not include an additional performance share scheme, rather it regards the part of the variable remuneration paid in shares, in accordance with the Remuneration Policy. Paying part of variable remuneration in shares it is considered to be a positive factor (also in light of the five year deferral period and additional one year holding period), and the total variable remuneration seems to be consistently capped. However, the Company does not disclose quantified performance criteria and therefore such performance share scheme may still overpay against underperformance. In addition, the Non-Executive Chairman may also receive performance shares under this scheme, which is against best practice. On balance, opposition is recommended.

Vote Cast: *Oppose*

SYMANTEC CORPORATION AGM - 03-11-2015

1d. *Re-elect David L. Mahoney*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 96.8, Abstain: 0.3, Oppose/Withhold: 2.9,

1e. *Re-elect Robert S. Miller*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 96.2, Abstain: 0.3, Oppose/Withhold: 3.4,

1g. *Re-elect Daniel H. Schulman*
Non-Executive Chairman. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 94.6, Abstain: 0.3, Oppose/Withhold: 5.0,

1h. *Re-elect V. Paul L. Unruh*

Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.3, Oppose/Withhold: 1.8,

3. *Advisory vote on executive compensation*

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 96.3, Abstain: 0.4, Oppose/Withhold: 3.3,

2. *Appoint the auditors*

KPMG LLP proposed. Non-audit fees represented 6.87% of audit fees during the year under review and 4% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.4, Oppose/Withhold: 1.0,

4. *Shareholder Resolution: International Policy Committee*

Proposed by: n/d. The Proponents request the Board of Directors to establish an International Policy Committee with outside independent experts to oversee the Company's policies and practice regarding environment, human rights, social responsibility, regulations, and other international issues that may affect the Company's operations, performance, reputation, and shareholders' value. The Proponents argue that none of the three primary committees (Audit, Compensation, and Nomination & Governance) has the function to deal with international issues regarding environment, human rights, social responsibility, and regulations, which are also related the legitimacy of the Company's operation worldwide. The Board recommends shareholders oppose and argues that the Company's policies already address the Proponents issues. In particular, the Board argues that the Nominating and Governance Committee of the Board is responsible for oversight of the Company's compliance with legal requirements, ethical standards, and corporate responsibility performance. In addition, the Board argues that the Nominating and Governance Committee actively participates in regular discussions with management regarding the environment, human rights, and social responsibility. The Board argues that the Company has supported the ten principles of the United Nations Global Compact (UNGC) to protect human rights, uphold ethical labor conditions, preserve the environment, and combat corruption and that environmental stewardship is an integral part of the Company's business strategy.

The stated aims of the Proponents are considered to be important for the Company shareholders; however, it is considered that the Company already makes a statement as to their current policy over such matters. Furthermore, it is not clear to what extent such a committee would be of any further benefit, as a result an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 3.4, Abstain: 5.3, Oppose/Withhold: 91.3,

PHAROL SGPS SA EGM - 04-11-2015

2. *Elect Maria do Rosário Pinto-Correia and André Cardoso de Meneses Navarro after co-optation*
Bundled proposal to ratify the co-option of two non-executive directors. Maria do Rosário Pinto-Correia is considered to be independent, while André Cardoso de Meneses Navarro is not considered to be independent, as he is executive within the group BCP Millennium, a significant shareholder. There is insufficient independent representation on the Board.

Vote Cast: *Oppose*

CARDINAL HEALTH INC. AGM - 04-11-2015

1.03. *Elect George S. Barrett*
Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Cast: *Oppose* Results: For: 95.1, Abstain: 0.7, Oppose/Withhold: 4.3,

2. *Appoint the auditors*
EY proposed. Non-audit fees represented 21.03% of audit fees during the year under review and 20.08% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.3, Oppose/Withhold: 1.1,

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.4, Oppose/Withhold: 3.0,

SKY PLC AGM - 04-11-2015

3. *Approve the Remuneration Report*
All elements of each Director's cash remuneration is disclosed. All outstanding share incentive awards are stated with award dates and market prices at the date of grant. The balance of the CEO's realised pay with financial performance is not considered appropriate as the change in the CEO's total pay over five years is considered excessive and not commensurate with the change in TSR over the same period. Variable rewards are almost 16 times the CEO's base salary as such they

are considered excessive. The ratio of CEO pay to average employee pay for the year under review is also not acceptable at 77:1. At 879% of base salary, combined variable awards granted to Mr Darroch exceed the acceptable threshold of 200% of base salary.
Rating: BE

Vote Cast: *Oppose* Results: For: 91.7, Abstain: 1.3, Oppose/Withhold: 7.0,

4. *Re-elect Nick Ferguson*
Incumbent Chairman. Independent upon appointment. However, he is also Chairman of the Nomination Committee which does not set targets for the proportion of women on the Board. There is insufficient female representation on the Board. An oppose vote is recommended

Vote Cast: *Oppose* Results: For: 98.6, Abstain: 0.6, Oppose/Withhold: 0.8,

11. *Re-elect Matthieu Pigasse*
Independent Non-Executive Director. He missed three of the seven Board meetings held during the year under review. No adequate justification has been provided. It is noted that every year since appointment Mr. Pigasse has missed two or more Board/Committee meetings. Also, there are concerns aver his aggregate time commitment. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 91.2, Abstain: 0.7, Oppose/Withhold: 8.2,

14. *Re-elect James Murdoch*
Non-Executive Director. Not independent as he was the Chief Executive of the Company prior to his appointment as a Non-Executive Chairman. He is the son of Rupert Murdoch, the ultimate controlling shareholder, through 21st Century Fox. He is a representative of the company on the Board and in June 2015, he was appointed as CEO of 21st Century Fox. On 3 April 2012 Mr Murdoch stepped down from his chairmanship and became Non-Executive Director. Due to concerns over Mr Murdoch's fitness to serve, as explained in the supporting information, opposition is recommended.

Vote Cast: *Oppose* Results: For: 98.3, Abstain: 0.3, Oppose/Withhold: 1.5,

15. *Appoint the auditors and allow the board to determine their remuneration*
Deloitte proposed. Non-audit fees represented 678.26% of audit fees during the year under review and 338.46% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 96.7, Abstain: 0.8, Oppose/Withhold: 2.5,

16. *Approve Political Donations*
Proposal to make political donations to political parties and/or independent election candidates, political organisations other than political parties, and to incur political expenditure. The authority is limited to £300,000 and terminates at the next AGM or within 15 months. Whilst the Company has no intention of making political donations, the amount proposed is considered excessive. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 98.7, Abstain: 0.6, Oppose/Withhold: 0.8,

18. *Issue shares for cash*
The authority expires at the next AGM and is limited to 10% of the share capital. This level exceeds recommended limits. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 97.5, Abstain: 0.6, Oppose/Withhold: 1.9,

PERRIGO COMPANY PLC AGM - 04-11-2015

1.01. *Elect Laurie Brlas*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 90.9, Abstain: 2.9, Oppose/Withhold: 6.2,

1.02. *Elect Gary M. Cohen*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 90.6, Abstain: 2.9, Oppose/Withhold: 6.5,

1.07. *Elect Gerald K. Kunkle Jr.*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 90.6, Abstain: 2.9, Oppose/Withhold: 6.5,

1.06. *Elect Michael J. Jandernoa*
Non-Executive Director. Not considered independent as he is the former Chief Executive and Chairman at the Company and has served on the Board for more than nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 91.4, Abstain: 2.9, Oppose/Withhold: 5.7,

1.08. *Elect Herman Morris Jr.*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 91.3, Abstain: 2.9, Oppose/Withhold: 5.8,

1.09. *Elect Donal O'Connor*
Non-Executive Director. Not considered independent as prior to his nomination for election to the Perrigo Board of Directors, Mr. O'Connor provided consulting services to Perrigo and received a total of $60,000 in fees. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 92.0, Abstain: 2.9, Oppose/Withhold: 5.1,

1.10. *Elect Joseph C. Papa*
Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Cast: *Oppose* Results: For: 88.8, Abstain: 3.7, Oppose/Withhold: 7.5,

2. *Appoint the auditors*
EY proposed. Non-audit fees represented 7.43% of audit fees during the year under review and 29.69% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain* Results: For: 98.3, Abstain: 0.1, Oppose/Withhold: 1.6,

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 88.1, Abstain: 0.1, Oppose/Withhold: 11.8,

7. *Adopt revised Articles of Association of the Company*
The purpose of Proposal 7 is to make certain amendments to the Company's Articles of Association in order to ensure that the changes to Irish company law effected by the 2014 Act will not have unintended effects on the application of the Company's Articles.
Perrigo's current constitutional documents (its Memorandum and Articles of Association) disapply the model set of articles and instead uses a tailored Memorandum and Article of Association. The Company is seeking to continue its existing approach of setting out its regulations that govern the Company as opposed to relying on the statutory defaults.
The proposed changes appear to have little effect on the overall points required by the Companies Act 2014. However, the Company states while the summary contained in this proxy statement outlines the changes being proposed to the articles, it is not complete, which means the Company could make additional changes between issuing the proxy materials and shareholders voting on this proposal. On this basis, shareholders are advised to abstain unless the Company provides further clarification as to the final version.

Vote Cast: *Abstain* Results: For: 98.9, Abstain: 0.3, Oppose/Withhold: 0.8,

LINEAR TECHNOLOGY CORPORATION AGM - 04-11-2015

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects

the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDD. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 56.1, Abstain: 1.6, Oppose/Withhold: 42.3,

1.01. *Re-elect Robert H. Swanson, Jr.*
Executive Chairman. It is considered that where a Chairman has also formerly been the CEO that this could impinge on the responsibilities of the incumbent CEO. It is also considered that the Chairman should be independent of management. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

1.05. *Re-elect David S. Lee*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. In addition there are concerns over his aggregate time commitments. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 90.8, Abstain: 0.3, Oppose/Withhold: 9.0,

1.06. *Re-elect Richard M. Moley*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 93.9, Abstain: 0.3, Oppose/Withhold: 5.8,

1.07. *Re-elect Thomas S. Volpe*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 96.7, Abstain: 0.3, Oppose/Withhold: 3.0,

4. *Appoint the auditors*
Ernst & Young LLP proposed. Non-audit fees represented 7.09% of audit fees during the year under review and 8% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.3, Oppose/Withhold: 1.3,

KLA-TENCOR CORPORATION AGM - 04-11-2015

2. *Appoint the auditors*
PwC proposed. Non-audit fees represented 10.30% of audit fees during the year under review and 7.81% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 99.2, Abstain: 0.2, Oppose/Withhold: 0.7,

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BCC. Based on this rating, it is recommended that shareholders abstain.

Vote Cast: *Abstain* Results: For: 97.0, Abstain: 0.5, Oppose/Withhold: 2.6,

CDK GLOBAL AGM - 06-11-2015

2. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: C for Disclosure; D for Balance; and C for Contracts. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose*

4. *Approve our 2014 Omnibus Award Plan*
The Company is seeking shareholder approval of the 2014 Omnibus Award Plan. The 2014 Plan provides for an aggregate of 12,000,000 shares of common stock to be reserved for issuance (7.5% of the outstanding share capital).
The Plan is presented as an omnibus plan, which means that bundled within the same official plan there are various incentive plan elements aimed at rewarding different groups of employees, officers and executives. These plans permit the granting of options, stock appreciation rights, restricted stock, restricted stock units, performance grants and dividend equivalents. However, we note that the Compensation Committee retains the power to select employees to receive awards and determine the terms and conditions of awards (and also note that 'management employees' appear most likely to be the principal beneficiaries of the Plan).
It is considered that, as performance conditions may be attached to awards at the Compensation Committee's discretion, there are concerns that awards under the Plan will not necessarily be subject to suitable performance measures with sufficiently robust performance targets (if any). As a result, shareholders cannot assess whether the Plan will operate to align participants' incentives with shareholders' interests. Accordingly, we recommend that shareholders oppose the resolution.

Vote Cast: *Oppose*

PERNOD RICARD SA AGM - 06-11-2015

O.1. *Approve Financial Statements and Statutory Reports*
Disclosure is adequate. The financial statements and statutory reports were made available sufficiently before the meeting and have been audited and certified. However, a number of corporate governance concerns have been identified.
There is no de facto division at the head of the Company between the chairmanship of the board and executive responsibilities, as these are both run by members of the founding family. There are also concerns that the former CEO Mr. Pringuet remains of the board, having reached the statutory age limit for the post of Chief Executive. The roles of Chairman and Chief Executive are completely different and should be separated. Generally, it is considered that the combination of roles at a listed company can only be justified on a temporary basis under exceptional circumstances. In addition, eight out of 14 board members are linked to significant shareholders. The founding family and Rafaël Gonzales-Gallarza (0.56% of the issued share capital) seem to have a disproportionate representation on the Board as they jointly hold 13.7% of the share capital (and 19.70% of the voting rights) but have five representatives on the Board. It is noted that Rafaël Gonzalez-Gallarza and Société Paul Ricard hold a shareholder agreement under which Mr. Gonzalez-Gallarza undertakes to consult Société Paul Ricard prior to any Pernod Ricard Shareholders' Meeting in order for them to vote in a similar fashion. Based on these concerns, opposition is recommended.

Vote Cast: *Oppose* Results: For: 99.5, Abstain: 0.1, Oppose/Withhold: 0.4,

O.2. *Approve Consolidated Financial Statements and Statutory Reports*
Disclosure is adequate. The consolidated financial statements and statutory reports were made available sufficiently before the meeting and have been audited and certified. However, based on the governance concerns identified in resolution 1, opposition is recommended.

Vote Cast: *Oppose* Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.4,

O.4. *Approve Auditors' Special Report on Related-Party Transactions*
Shareholders are asked to approve the statutory auditors' special report, in compliance with article L. 225-38 and following of the French Commercial Code, concerning the agreements authorised by the Board during the year under review.
A new agreement has been formulated for the benefit of Chairman and CEO, Alexandre Ricard. The agreement is a draft on benefits related to Mr. Ricard's potential cessation of employment.
In light of the lack of the concerns noted within the agreement and a lack of independent representation on the Board, opposition is recommended.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.1, Oppose/Withhold: 0.5,

O.5. *Approve Agreements with Alexandre Ricard, Chairman and CEO*
Proposal for shareholder approval of the related party agreement with Alexandre Ricard relating to his severance agreement as required by French Corporate Law. The agreement contains a forced departure clause under which Mr. Ricard is to be awarded compensation, subject to performance conditions. The clause does not contain disclosure on said performance conditions, which does not permit an assessment of their effectiveness. As the value of the proposed agreement may potentially exceed one year fixed salary, opposition is recommended.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

O.6. *Ratify Appointment of Veronica Vargas as Director*

Non-Executive Director candidate. Not considered to be independent as she is the great-granddaughter of Mr. Paul Ricard, the founder of the Company. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 93.3, Abstain: 0.1, Oppose/Withhold: 6.6,

O.11. *Advisory Vote on Compensation of Alexandre Ricard, Chairman and CEO since 11 February 2015*
It is proposed to approve with an advisory the remuneration paid or due for the year to the Chairman and CEO, Alexandre Ricard.
There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. As per market practice, quantified targets for the variable remuneration are not disclosed as they are considered confidential information. Variable remuneration consists of an annual bonus and long term incentives. The annual bonus corresponds to 110% of fixed salary at target and is capped at 180%. However, it appears possible that the cap could be exceeded. The CEO's total variable remuneration during the year under review corresponded to less than 200% of his fixed salary, which is acceptable but may be overpaying for underperformance in the absence of quantified targets. With regards to contracts, there are no claw back clauses in place which is against best practice. The CEO's non-compete agreement includes a maximum 24 months' compensation clause, which is considerded excessive. Based on these concerns, opposition is recommended.

Vote Cast: *Oppose* Results: For: 81.0, Abstain: 0.1, Oppose/Withhold: 18.9,

O.12. *Advisory Vote on Compensation of Pierre Pringuet, CEO until 11 February 2015*
It is proposed to approve with an advisory vote the remuneration paid or due for the year to the former CEO, Pierre Pringuet.
There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. As per market practice, quantified targets for the variable remuneration are not disclosed as they are considered confidential information. Variable remuneration consists of an annual bonus and long term incentives. The annual bonus corresponds to 110% of fixed salary at target but does not appear to have been capped. There is a number of issues within the long term incentive plan (LTIP), notably the performance period of three years, which is not considered sufficient and the lack of disclosure on targets. The former CEO's total variable remuneration during the year under review correspondeded to 199.81% of his fixed salary, which is acceptable but may be overpaying for underperformance in the absence of quantified targets. Mr Pringuet has not had a contract with the Company since 2009. His severance compensation relates entirely to his directorship. He is however subject to a two-year non-compete clause in exchange for an indemnity equivalent to one year's fixed and variable compensation. It is considered that such clauses should only include fixed remuneration. It is noted that Mr. Pringuet has expressly and irrevocably waived the financial compensation that stems from his non-compete clause but has maintained his 24-month non-compete obligation after leaving the Company as Chief Executive Officer. Based on the lack of disclosure on performance targets and the subsequent potential for excessive remuneration as well as the issues identified within the LTIP, opposition is recommended.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

O.13. *Advisory Vote on Compensation of Daniele Ricard, Chairman Until Feb. 11, 2015*
It is proposed to approve with an advisory vote the remuneration paid or due for the year to the former Chairman, Daniele Ricard. During Fiscal 2014, Ms. Ricard was not entitled to any variable, annual or multi-year portion, special bonus, rights to stock options or performance-based shares or termination of service payments. The compensation received by Ms. Ricard during the year amounted to EUR 67,836. The compensation structure meets best practice; however, in light of the governance concerns identified. We would recommend abstention, but as abstention is not a valid vote in France, opposition is recommended.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 99.9, Oppose/Withhold: 0.1,

O.14. *Authorise Share Repurchase*
Authority is sought to allow the Board to repurchase and use capital stock within legal boundaries. The repurchase is limited to 10% of share capital. The authority will be valid for 18 months and can be used during a period of public offer. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 70.0, Abstain: 0.1, Oppose/Withhold: 29.9,

E.18. *Authorize Board to increase capital in the event of additional demand*
In addition to the share issuance authorities sought above, the Board requests shareholder authority for a capital increase of additional 15%, in case of exceptional demand.
A green shoe authorisation enables an authorization of additional shares in the event of exceptional public demand. In this case, the authorization would increase allow the placement of up to 15% additional new shares within a thirty day period at a price equal to that of the initial offer. There are concerns with such authorities as they may potentially represent a discount superior to the discount to which the initial authorisation is limited due to a potential rise in share price in the period between original issuance and secondary issuance. Given the potential for inequitable treatment of shareholders, opposition is recommended.

Vote Cast: *Oppose* Results: For: 87.2, Abstain: 0.1, Oppose/Withhold: 12.8,

E.20. *Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Exchange Offers*
Proposal to use the authorities sought under resolutions 16 and 17 in time of public offer. The use of share increase or share repurchase during public offer (i.e. a takeover) is considered to be counter to shareholders best interests as they could entrench the board subject to an hostile takeover.

Vote Cast: *Oppose* Results: For: 89.5, Abstain: 0.1, Oppose/Withhold: 10.5,

E.22. *Authorize Issued Capital for Use in Restricted Stock Plans*
It is proposed to authorise the Board of Directors to grant performance-based shares to employees and Executive Directors of the Company and Group companies over a period of 38 months. The maximum amount of shares allotted is capped at 1.5%. For Executive Directors, allocations are subject to performance conditions, the targets of which have not been disclosed. As the disclosure of performance conditions applied to this specific plan do not meet guidelines, opposition is recommended.

Vote Cast: *Oppose* Results: For: 92.7, Abstain: 0.1, Oppose/Withhold: 7.3,

E.23. *Authorize Issued Capital for Use in Stock Option Plans*
It is proposed to authorise the Board of Directors to grant stock options to employees and Executive Directors of the Company and Group companies over a period of 38 months. The maximum amount of options allotted is capped at 1.5%. For Exececutive Directors, allocations are subject to performance conditions, the targets of which have not been disclosed. As the performance conditions applied to this specific plan do not meet guidelines, opposition is recommended.

Vote Cast: *Oppose* Results: For: 94.3, Abstain: 0.1, Oppose/Withhold: 5.7,

AUTOMATIC DATA PROCESSING INC. AGM - 10-11-2015

2. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.5, Oppose/Withhold: 2.5,

3. *Appoint the auditors*
Deloitte & Touche LLP proposed. Non-audit fees represented 25.56% of audit fees during the year under review and 26% on a three-year aggregate basis. This level of non-audit fees raises serious concerns about the independence of the statutory auditors. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 98.4, Abstain: 0.3, Oppose/Withhold: 1.3,

BROADCOM CORPORATION EGM - 10-11-2015

1. *Approve the Merger*
The Company and Avago Technologies Limited have entered into an Agreement and Plan of Merger, dated as of May 28, 2015. The Company will undergo a series of mergers, which will result in the Company becoming an indirect subsidiary of Broadcom, Avago, Pavonia Limited ("Holdco"). Holdco will be renamed "Broadcom Limited" in connection with the Transactions.
Broadcom shareholders who make a valid election to receive cash, who fail to make a valid election or whose election is revoked, will be entitled to $54.50 in cash per share. Alternatively, shareholders can elect to receive 0.4378 freely-tradeable Holdco Ordinary Shares per Broadcom Common Share or 0.4378 Restricted Exchangeable Units per Broadcom Common Share.
The primary objective of the foregoing structure of the transaction consideration is to achieve an overall mix of consideration of approximately half cash and half equity (subject to fluctations in the value of Holdco equity) to Broadcom shareholders, while also modifying that goal to allow any holder of Broadcom Common Shares who desires to receive securities of the surviving company in a transaction intended to constitute a tax-free exchange to achieve that result.
Voting recommendations on corporate actions, such as merger decisions, are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, four out of nine directors were considered to be independent. This level of independence is not considered to be sufficient and does not provide assurance that the transaction received the appropriate level of objective scrutiny. An abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 99.4, Abstain: 0.5, Oppose/Withhold: 0.1,

2. *Adjourn meeting and proxy solicitation*
The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger. An oppose vote is recommended to any adjournment or postponement of meetings if a

sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose* Results: For: 96.6, Abstain: 0.5, Oppose/Withhold: 3.0,

3. *Advisory vote on executive compensation*
The Company is seeking shareholder approval of golden parachute payments being made to the executives in connection with the merger. It is noted that this proposal is advisory.
Golden parachute payments are considered excessive, with cash severance equal to 3x/2x annual base salary and annual bonus, plus a pro-rata annual bonus at 150% of target for the fiscal year. This amount is equal to $10.50m for the CEO. In addition, the CEO is entitled to $85.30m in equity.
The Company has stated that the new Company has substituted all unvested equity awards for shares in the new Company, which have the same vesting conditions as awards made prior to the merger. Any shares that have vested, will be cancelled with the recipient receiving an amount in cash equal to the product of the number of shares.
There are concerns over the excessive nature of equity awards. Mr McGregor's (CEO) total severance package is roughly 97.84x his base salary. On this basis, shareholders are advised to oppose.

Vote Cast: *Oppose* Results: For: 88.3, Abstain: 0.6, Oppose/Withhold: 11.1,

BARRATT DEVELOPMENTS PLC AGM - 11-11-2015

2. *Approve the Remuneration Report*
Disclosure: Overall disclosure is acceptable. EPS and ROCE targets for LTIP awards are not disclosed. Upon engagement, the Company states that this approach was decided after consultation with shareholders and progress against targets is disclosed on an annual basis.
Balance: CEO total realised rewards are considered highly excessive at 810.8% of salary (LTIP: 671%, Annual Bonus: 139.8%). CEO total awards granted are considered excessive at 339.8% of salary (Annual Bonus: 139.8%, LTIP: 200%). The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over five years is commensurate with the change in TSR over the same period. The CEO pay increased by 57.9% over that period while the TSR increased by 59%. Termination arrangements for the departing CEO, Mark Clare are in line with the policy. However, concerns are raised over the excessiveness of the CEO's rewarded pay. It is also noted that his salary is in the upper quartile of a peer comparator group.
Rating: BD.

Vote Cast: *Oppose* Results: For: 91.5, Abstain: 3.7, Oppose/Withhold: 4.9,

5. *Re-elect Mr J M Allan*
Incumbent Chairman. Chairman. Independent upon appointment. Mr Allan is Chairman of the Board of Tesco Plc, another FTSE 350 listed company. This raises concerns about his external time commitments, as the Chairman should be expected to commit a substantial proportion of his time to the role. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 98.2, Abstain: 0.6, Oppose/Withhold: 1.1,

12. *Appoint the auditors*
Deloitte proposed. Non-audit fees represented 26.44% of audit fees during the year under review and 41% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain* Results: For: 98.4, Abstain: 0.9, Oppose/Withhold: 0.7,

15. *Renewal of the Barratt Developments PLC Co-Investment Plan (To be renamed the deferred bonus plan)*
Participants will receive either a basic award, in place of all or a proportion of a cash bonus that would otherwise have been paid, or a basic award and a matching award. Currently, the maximum amount of bonus which may be deferred into shares is 50% of base salary. This can then be matched on 1:1 basis, resulting in 100% of salary Co-IP award. If a full year bonus is deferred and matched, total bonus awards can reach 200% of salary. The vesting of any matching award will be subject to performance conditions set by the Committee at the time of grant which will normally be tested over at least three financial years. It is intended that the performance conditions attached to any matching awards would be on the same basis as any performance conditions attached to any LTPP award being granted. Upside discretion may be applied by the Committee as accelerated vesting is permissible for those deemed 'good leavers' on severance and on a change of control. As participation is not extended to all employees and it may result in a further increase in the quantum of executive remuneration, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 94.6, Abstain: 0.9, Oppose/Withhold: 4.5,

HAYS PLC AGM - 11-11-2015

2. *Approve the Remuneration Report*
Disclosure: Disclosure is considered acceptable. The Company's approach of providing a snapshot view of key details of the remuneration policy and implementation is commendable.
Balance: CEO total realised rewards under all schemes are considered excessive at 477% of salary (LTIP: 354.5%, Annual Bonus: 122.5%). The balance of CEO realised pay with financial performance is not considered acceptable as the change in CEO total pay over five years is not commensurate with the change in TSR over the same period. Lastly, CEO salary is considered to be in the upper quartile of the chosen comparator group.
Rating: AD.

Vote Cast: *Oppose* Results: For: 95.7, Abstain: 1.1, Oppose/Withhold: 3.3,

4. *Re-elect Alan Thomson*
Incumbent Chairman. Independent upon appointment. Mr Thomson is Board Chairman of Bodycote plc, another FTSE 350 listed company. This raises concerns about his external time commitments, as the Chairman should be expected to commit a substantial proportion of his time to the role. An oppose vote is therefore recommended.

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.6, Oppose/Withhold: 1.5,

12. *Appoint the auditors*
Deloitte proposed. Non-audit fees represented 33.33% of audit fees during the year under review and 38.46% on a three-year aggregate basis. This level of non-audit

fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 97.7, Abstain: 0.0, Oppose/Withhold: 2.3,

MEREDITH CORPORATION AGM - 11-11-2015

2. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDC. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose*

3. *Appoint the auditors*
KPMG proposed. Non-audit fees represented 16.76% of audit fees during the year under review and 13.66% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

MAXIM INTEGRATED PRODUCTS INC. AGM - 12-11-2015

6. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDA. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose*

4. *Amend 1996 Stock Incentive Plan*
The Company has put forward a resolution requesting shareholders to amend the Company's 1996 Stock Incentive Plan to increase the number of shares available for issuance by 4,000,000 shares, representing approximately 1.4% of the Company's outstanding shares. Subject to shareholders approval, a total of 141,100,000 shares of the Company's common stock will be reserved for issuance under the Plan. As of September 2, 2015, approximately 21,726,393 shares were available for purchase. The Plan is open to all employees and permits the Company to award stock options, restricted stock units (including Market Share Units), and restricted stock. The Plan is administered by a Committee appointed by the Board of Directors, which has the authority to select participants; determine the number of shares; and the terms and conditions of awards. The Plan limits the number of shares with respect to which incentive stock options and non-qualified stock options may be granted in any fiscal year of the Company to any participant to 4,000,000 shares and with respect to which restricted stock units and restricted stock to 2,000,000

shares.
There are concerns that performance conditions may be attached to awards at the Committee's discretion and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. The Market Share Units and restricted shares granted during the last fiscal year are not subject to performance targets. In addition, award limits are considered to be excessive. As a result, an oppose vote is recommended.

Vote Cast: *Oppose*

2. *Appoint the auditors*
Deloitte proposed. Non-audit fees represented 20.07% of audit fees during the year under review and 41.34% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

BROADRIDGE FINANCIAL SOLUTIONS INC. AGM - 12-11-2015

2. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose*

3. *Appoint the auditors*
Deloitte proposed. Non-audit fees represented 4.35% of audit fees during the year under review and 10.36% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain*

KIER GROUP PLC AGM - 12-11-2015

2. *Approve the Remuneration Report*
Disclosure: Overall disclosure is considered acceptable.
Balance: CEO total realised rewards are not considered excessive as only the annual bonus was paid out at 91.9% of salary. The balance of CEO's realised pay with financial performance is considered acceptable as the change in CEO total pay over five years is commensurate with the change in TSR over the same period. The CEO pay increased by 14.03% while TSR increased by 15% over this five year period. The ratio of CEO to average employee pay has been estimated and is found inappropriate at 27:1. The CEO's salary is considered in the upper quartile of a chosen comparator group. Payments to Steve Bowcott who resigned during the year

was awarded "good leaver" status. The awarding of "good leaver status" for a director who resigns is not considered appropriate or in shareholders' interests.
Rating: AD.

Vote Cast: *Oppose* Results: For: 97.8, Abstain: 0.7, Oppose/Withhold: 1.5,

13. *Re-elect Mr P M White*
Incumbent Chairman. Incumbent Chairman. Independent on appointment. He is also Chairman of Unite Group plc and Lookers plc, both constituents of the FTSE 350 company index, which raises concerns about his external time commitments.

Vote Cast: *Oppose* Results: For: 96.1, Abstain: 0.7, Oppose/Withhold: 3.2,

15. *Appoint the auditors*
PWC proposed. Non-audit fees represented 23.81% of audit fees during the year under review. While this amount is not considered material as to warrant concerns over the auditor's independence, it is noted that the current audit firm served as internal auditor before being appointed external auditor for approximately three years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain* Results: For: 98.0, Abstain: 1.9, Oppose/Withhold: 0.1,

18. *Issue shares for cash*
The authority is limited to 10% of the share capital. Despite the changes to the Pre-emption Rights Group suggestions, PIRC maintains that any general authority to issue shares for cash should maintain the current 5% limit. It is recommended to oppose.

Vote Cast: *Oppose* Results: For: 94.9, Abstain: 0.0, Oppose/Withhold: 5.1,

JPMORGAN EMERGING MARKETS I.T. PLC AGM - 17-11-2015

12. *Appoint the auditors and allow the board to determine their remuneration*
PWC proposed. Non-audit fees represented 0.00% of audit fees during the year under review and 2.41% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. However, the current auditor has been in place for more than ten years, since 2004. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.7, Oppose/Withhold: 0.7,

VIAVI SOLUTIONS INC. AGM - 17-11-2015

2. *Appoint the auditors*
PwC proposed. Non-audit fees represented 16.75% of audit fees during the year under review and 17.58% on a three-year aggregate basis. This level of non-audit

fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than five years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Abstain*

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDC. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose*

SMITHS GROUP PLC AGM - 17-11-2015

1. *Receive the Annual Report*
Strategic Report meets guidelines. Adequate environmental and employment policies are in place and relevant, up-to-date, quantified environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. However, the company has made donations in the US which are deemed to be political during the year. The Group made political donations of US$68,000 (£44,000) to 'raise awareness and to promote the interests of the Company, on a bi-partisan basis'. Similar donations have been made for the past four years. Such donations require additional clarification as to who are exactly the recipients and how such expenditure is in the best interest of shareholders. An abstain vote is therefore recommended.

Vote Cast: *Abstain* Results: For: 98.7, Abstain: 0.9, Oppose/Withhold: 0.4,

2. *Approve Remuneration Policy*
No maximum salary or cap on salary increase have been set. The maximum level of pension contribution (or allowance in lieu thereof) is 30% of annual base salary, which is considered excessive.
Under the LTIP, the performance period is three years with the possibility of a holding period being applied post vesting, however, no holding period is currently applied. This is not considered a sufficiently long-term performance period. Performance is assessed against multiple performance conditions which is welcomed, however the conditions do not operate independently and replicate those utilised under the bonus plan. Dividend accrual is applied from the date of grant on shares that vest. This practice is accumulating dividends on the rewards before the performance has been met.
In the event of termination, the amount of compensation for executive, as so determined, will not be less than 12 months' basic salary. The treatment of bonuses and outstanding variable awards for leavers remains subject to Remuneration Committee discretion, and the remuneration committee retains the discretion to waive performance conditions and time pro-rata vesting, which is considered inappropriate. Finally, the Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers, which is an inappropriate practice.
Rating: BDC

Vote Cast: *Oppose* Results: For: 89.4, Abstain: 7.2, Oppose/Withhold: 3.3,

3. *Approve the Remuneration Report*

Over the past five years, average annual increase in CEO pay has been approximately 9.7% whereas, on average, TSR has increased by 8%. This demonstrates alignment. Despite this, the quantum available under the variable pay elements is considered excessive. The maximum potential awards under all incentive schemes was limited to 660% of salary for the CEO (180% for Annual Bonus, 180% for CIP and 300% for LTIP), which exceeds PIRC's 200% of salary cap. Likewise, for the year under review the total pay-out under variable schemes was excessive at 367% of salary. Performance targets are not disclosed under the annual bonus scheme. However, the same performance conditions are used for the LTIP and under this scheme targets are disclosed on a prospective basis. Replication of performance conditions is not considered appropriate as it is effectively rewarding directors twice for the same performance.

Some of the recruitment awards made to Mr O'Shea and Mr. Reynolds Smith are not deemed appropriate as no performance conditions are attached. In addition, outstanding LTIP and CIP awards for outgoing CEO, Philip Bowman, will not be pro-rated for time served.

Rating: CE

Vote Cast: *Oppose* Results: For: 85.0, Abstain: 7.2, Oppose/Withhold: 7.8,

13. *Appoint the auditors*

PWC proposed. Non-audit fees represented 10.00% of audit fees during the year under review and 14.18% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years, since 1998. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.4, Oppose/Withhold: 2.5,

21. *Approve new long term incentive plan*

The Company seeks shareholder approval to discontinue the Co-Investment Plan and replace it with the LTIP 2015. Removal of the CIP plan helps to simplify the remuneration arrangements. The new LTIP will have a ten-year life span.

Participation is at the discretion of the Remuneration Committee but it is expected that the scheme will only be used for executives. Initially, annual awards will be made with a face value of 300% of base salary for the Chief Executive and 250% of base salary for the Finance Director. However, the Committee has power to make share awards up to a maximum face value of 400%. When aggregated with other variable awards the face value can reach 580% of salary. This is considered highly excessive. The necessity to increase the maximum under the LTIP is unclear.

Performance conditions must be applied and will be measured over the three financial years, or such longer period as the committee may determine. This performance period is not considered sufficiently long-term. No holding period is scheduled to be applied, however, the Committee has discretion to apply one. Dividend accrual will be applied on any vesting shares in the period between grant and vesting. Such practice is not considered to be in shareholders' interests as it rewards a director before the performance has been met.

Vote Cast: *Oppose* Results: For: 90.4, Abstain: 7.6, Oppose/Withhold: 2.0,

CAMPBELL SOUP COMPANY AGM - 18-11-2015

1.1. *Elect Bennett Dorrance*

Non-Executive Director. Not considered independent as he is a descendant of the founding Dorrance family, which controls 42.1% of issued share capital. In addition, Mr. Dorrance holds 15.0% of the issued share capital and has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.2, Oppose/Withhold: 0.8,

1.2. *Elect Randall W. Larrimore*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.2, Oppose/Withhold: 0.8,

1.4. *Elect Mary Alice D. Malone*
Non-Executive Director. Not considered independent as she is a member of the Dorrance family, which controls 42.1% of issued share capital. In addition, Ms. Malone holds 17.2% and has served on the board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.2, Oppose/Withhold: 0.7,

1.5. *Elect Sara Mathew*
Non-Executive Director. Not considered independent as she has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.2, Oppose/Withhold: 0.8,

1.7. *Elect Charles R. Perrin*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.2, Oppose/Withhold: 0.8,

1.8. *Elect A. Barry Rand*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.2, Oppose/Withhold: 0.8,

1.11. *Elect Archbold D. van Beuren*
Non-Executive Director. Not considered independent as he is a member of the Dorrance family, which either beneficially or indirectly controls 42.1% of the issued share capital. In addition he is a former executive of the Company. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.4, Abstain: 0.2, Oppose/Withhold: 0.4,

1.12. *Elect Les C. Vinney*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Cast: *Oppose* Results: For: 99.1, Abstain: 0.2, Oppose/Withhold: 0.7,

2. *Appoint the auditors*
PwC LLP proposed. Non-audit fees represented 20.62% of audit fees during the year under review and 17% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.3, Abstain: 0.2, Oppose/Withhold: 0.4,

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDC. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 97.9, Abstain: 0.5, Oppose/Withhold: 1.7,

4. *Approval of Campbell Soup Company 2015 Long-Term Incentive Plan*
The Company has put forward a resolution requesting shareholders to approve the Company's 2015 Long-Term Incentive Plan. The Plan permits the Company to grant stock options, SARs, restricted stock (including restricted performance stock), unrestricted stock and stock units (including performance-restricted stock units and restricted stock units)). The Plan is open to any key salaried employee who is a management salaried employee (812 employees). Non-employee directors are also eligible to receive awards other than incentive stock options. The Plan will be administered by the Committee which has the power to interpret the Plan and to establish rules for its administration. Under the Plan, a maximum of five million options and SARs may be issued in one year to any one participant and a maximum of $10 million for each year in a performance period or restricted period may be awarded in the form of restricted stock, restricted stock units or performance units to any one participant.
It is noted that as performance conditions may be attached to awards at the Compensation Committee's discretion, there are concerns that the Committee will have considerable flexibility in the payout of discretionary awards, which are not supported. There are concerns that awards may not be subject to robust enough performance targets and be insufficiently challenging. In addition, the bonus limit is considered to be excessive. As a result an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 96.3, Abstain: 0.3, Oppose/Withhold: 3.4,

SYSCO CORPORATION AGM - 18-11-2015

1a. *Elect John M. Cassaday*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 91.3, Abstain: 0.4, Oppose/Withhold: 8.3,

1b. *Elect Judith B. Craven*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 92.9, Abstain: 0.4, Oppose/Withhold: 6.7,

1f. *Elect Jonathan Golden*
Non-Executive Director. Not independent as he is a partner and the sole shareholder of the law firm Arnall Golden Gregory LLP, which is counsel to Sysco. In addition, he has served on the Board for over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 83.7, Abstain: 0.5, Oppose/Withhold: 15.8,

1g. *Elect Joseph A. Hafner, Jr.*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 0.0, Abstain: 0.0, Oppose/Withhold: 100.0,

1i. *Elect Nancy S. Newcomb*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 96.9, Abstain: 0.4, Oppose/Withhold: 2.7,

1k. *Elect Richard G. Tilghman*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 95.7, Abstain: 0.5, Oppose/Withhold: 3.9,

1l. *Elect Jackie M. Ward*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 93.0, Abstain: 0.4, Oppose/Withhold: 6.6,

2. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 90.4, Abstain: 0.7, Oppose/Withhold: 8.9,

3. *Appoint the auditors*
EY proposed. Non-audit fees represented 3.15% of audit fees during the year under review and 5.58% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 98.7, Abstain: 0.4, Oppose/Withhold: 0.8,

1j. *Elect Nelson Peltz*
Non-Executive Director. Not considered independent as he is CEO of Trian Fund Management, L.P., which beneficially owns 7% of the outstanding share capital. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 98.5, Abstain: 0.4, Oppose/Withhold: 1.1,

1d. *Elect Joshua D. Frank*
Non-Executive Director. Not considered independent as he is an executive of Trian Fund Management, L.P., which beneficially owns 7% of the outstanding share capital. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 99.2, Abstain: 0.4, Oppose/Withhold: 0.4,

ORACLE CORPORATION AGM - 18-11-2015

2. *Re-approve the Executive Bonus Plan*
The Company has put forward a resolution requesting shareholders to re-approve the Executive Bonus Plan for compliance with Section 162(m). It is expected that in fiscal 2016, approximately 20 executive officers will participate in the Executive Bonus Plan. The Plan is administered by the Compensation Committee which has the power to select participants, establish the performance goals and determine each participant's target award. Under the Plan, awards are limited to a maximum of $15,000,000 million per person in any one year performance period.
The Plan allows the Committee too much discretion to determine the size, type and term of awards. There are concerns that performance conditions may be attached to awards at the Committee's discretion and as a result awards may not be subject to robust enough performance targets, and be insufficiently challenging. In addition, the maximum value limit of $15,000,000 million is considered excessive. As a result, an oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 93.3, Abstain: 0.2, Oppose/Withhold: 6.5,

3. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 48.1, Abstain: 0.5, Oppose/Withhold: 51.4,

4. *Appoint the auditors*
Ernst & Young LLP proposed. Non-audit fees represented 6.67% of audit fees during the year under review and 5% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. An oppose vote is recommended.

Vote Cast: *Oppose* Results: For: 99.1, Abstain: 0.2, Oppose/Withhold: 0.7,

5. *Shareholder Resolution: Renewable Energy Targets*
Proposed by: Trillium Asset Management LLC. The Proponent requests the Board of Directors to set company-wide quantitative targets by March 2016 to increase renewable energy sourcing and/or production. The Proponent argues that the Company does not have renewable energy targets and as a result it may be lagging behind its industry peers. The Board recommends shareholders oppose and states that adoption of the proposal is unnecessary given the Company's efforts to use renewable energy sources, increase energy efficiency and reduce greenhouse gas (GHG) emissions. In particular, the Board argues that the Company supports renewable energy through the purchase of Renewable Energy Certificates and the use of renewable energy at many of the Company's facilities globally and employs a number of energy-saving technologies. In addition, the Board states that in the 2014 Corporate Responsibility Report the Company has set sustainability goals which intends to achieve by the end of 2016 (a 10% reduction in energy use in its facilities as compared to 2010 energy use and a 6% improvement in its power usage effectiveness in data centres, as compared to 2010 power usage).
The Proponent has not established a case as to how the resolution will impact on shareholder value. We advise abstaining on this resolution.

Vote Cast: *Abstain* Results: For: 4.0, Abstain: 11.6, Oppose/Withhold: 84.4,

9. *Shareholder Resolution: Vote Tabulation*
Proposed by: the Chief Executive of Investor Voice. The Proponent requests the Board of Directors to amend the Company's governing documents to provide that all matters presented to shareholders, other than the election of directors, shall be decided by a simple majority of the shares voted For and Against an item. The Proponent states that the Company includes abstentions in the formula for all votes, then counts every Abstain vote as if it were an Against vote. The Proponent argues that adoption of the proposal would harmonize how Company both counts and reports voting results to shareholders, the SEC, and press. The Board recommends shareholders oppose and argues that the Company's voting standards are clearly disclosed and they reflect the Delaware law default standards followed by a majority of Delaware corporations. The Board argues that similar shareholder proposals received the support of only approximately 8.4% and 8.7% of Company common stock at annual meetings in 2014 and 2013, respectively.
It is considered that shareholders should have the right to approve most matters submitted for their consideration by a simple majority of the shares voted. However, it is appropriate for certain matters to be subject to a higher approval threshold. As a result, an abstain vote is recommended.

Vote Cast: *Abstain* Results: For: 9.6, Abstain: 0.4, Oppose/Withhold: 90.0,

SOUTH32 LTD AGM - 18-11-2015

4. *Appoint the auditors*
KPMG proposed. Non-audit fees represented 4.93% of audit fees during the year under review. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. While upon engagement it is disclosed that KPMG was appointed as the Company's auditors in June 2015, KPMG is the auditor

of BHP Billiton, from which South32 demerged. The auditors cannot thus be regarded as independent and the fact that both companies have different audit partners is not considered sufficient.

Vote Cast: *Oppose*

5. *Approve the Remuneration Report*
In accordance with Section 250R of the Australian Corporations Act, the directors are seeking approval of the remuneration report. The Act does not require directors to act on approval of the resolution and the vote is advisory.
The maximum potential award for the CEO under all incentive schemes is considered excessive when it can represent more than 200% of his salary. The variable remuneration of the CEO for the year under review is above this threshold, which is considered excessive. The CEO, Graham Kerr received Short Term Incentive (STI) awards worth 77% of salary and Long Term Incentive (LTI) awards vested at 125% of salary. In addition, there are concerns over the features of the LTIP, which are not considered appropriate.
It should be noted that due to the demerger of the Company from BHP Biliton, the remuneration report covers the period from 1 July 2014 to 24 May 2015, where the Company was a subsidiary of BHP Billiton and the period from 25 May 2015 to 30 June 2015 where it became an independent entity. Replacement and transitional awards have been made to replace BHP Biliton awards. While these replacement awards are of a similar value and made on similar terms, performance and service conditions are linked to South32 instead of BHP Billiton.

Vote Cast: *Oppose*

6. *Approve equity award grant to executive director*
The Board is seeking shareholder approval for the purposes of ASX Listing Rule 10.14 for the grant of Performance Rights and Deferred Securities under the Company's incentive plan, the Equity Incentive Plan (EIP).
The proposed LTI grant is worth $5,735,000 (324% of his fixed remuneration), which in conjunction with the STI opportunity (up to 180% of fixed remuneration), is considered excessive. Awards are in the form of equity based Performance Rights under the Company's Executive Performance Rights Plan with a four year performance period which is considered sufficiently adequate. The LTI is based on the achievement against a sole performance condition: relative TSR. It is considered best practice for awards to be linked to more than one performance condition. Furthermore, the absence of non-financial parameters to assess Executives' long-term performance is considered contrary to best practice as such factors allow the remuneration policy to focus on the operational performance of the business as a whole and the individual roles of each of the senior executives in achieving that performance. It is noted that the Company retains a discretion to pay in cash instead of shares which indeed defeats the purpose of this scheme and is not supported.
Half of the CEO's STI grant is paid to him in the form of rights which vests after two years. The deferred STI grant is worth up to 61% of his fixed remuneration. It is noted that the Board has discretion to determine that both STI deferred rights and LTI performance rights vest upon cessation of employment.
While the practice of deferring bonus awards into shares is supported, LTI based schemes are inherently flawed. There is the inherent risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They are inherently acting as a complex and opaque hedge against absolute company under performance and long-term share price falls. They are also a significant factor in reward for failure.

Vote Cast: *Oppose*

7. *Approve Termination Payments to Executives*
Under sections 200B and 200E of the Companies Act, companies must get shareholder approval for giving termination benefits other than statutory entitlements. Employment contract benefits are payments in lieu of notice and restraint payments capped at a combined value of six months base salary. Where employment ceases

due to death or disability, Key Management Personnel (KMP) are entitled to a lump sum payment equal to four times salary (death) or a pension equal to 30% of their anual gross salary (disability).
Concerns are raised over the discretion permitted the Board under this proposal, particularly for those deemed 'good leavers' under the equity awards made under the Company's long term and short term incentive plans. This includes discretion to vest awards with effect from the cessation date or in the case of long-term incentive awards, to allow more than a pro-rata portion to remain on foot and be eligible in the ordinary course. Based on this level of discretion, an oppose vote is recommended.

Vote Cast: *Oppose*

CISCO SYSTEMS INC. AGM - 19-11-2015

1a. *Elect Carol A. Bartz*
Lead Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 96.1, Abstain: 0.6, Oppose/Withhold: 3.3,

1b. *Elect M. Michele Burns*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 95.3, Abstain: 0.6, Oppose/Withhold: 4.1,

1c. *Elect Michael D. Capellas*
Non-Executive Director. Not considered independent as Michael D. Capellas served as the Chairman of the Board of VCE from January 2011 to November 2012 and was its CEO from May 2010 to September 2011. VCE is a joint venture that Cisco formed in fiscal 2010 with EMC, with investments from VMware and Intel. In addition, he has been on the board for over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.5, Oppose/Withhold: 2.3,

1d. *Elect John T. Chambers*
Executive Chairman. It is not considered good practice for a Chairman to hold an executive position in the Company as we believe that the management of the business and the functioning of the Board are best kept separate.

Vote Cast: *Oppose* Results: For: 96.4, Abstain: 1.1, Oppose/Withhold: 2.5,

1f. *Elect Dr. John L. Hennessy*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 87.0, Abstain: 0.5, Oppose/Withhold: 12.5,

1h. *Elect Roderick C. McGeary*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 97.2, Abstain: 0.5, Oppose/Withhold: 2.3,

1j. *Elect Arun Sarin*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 99.0, Abstain: 0.5, Oppose/Withhold: 0.5,

1k. *Elect Steven M. West*
Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose* Results: For: 97.0, Abstain: 0.6, Oppose/Withhold: 2.4,

2. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDC. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose* Results: For: 92.1, Abstain: 0.8, Oppose/Withhold: 7.1,

3. *Appoint the auditors*
PwC proposed. Non-audit fees represented 0.68% of audit fees during the year under review and 1.55% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose* Results: For: 97.7, Abstain: 0.4, Oppose/Withhold: 1.8,

4. *Shareholder Resolution: Holy Land Principles*
Proposed by: The Holy Land Principles, Inc. The proponent requests the Board of Directors to: Make all possible lawful efforts to implement and/or increase activity on each of the eight Holy Land Principles (see supporting information on this resolution for the principles). The proponent believes that Cisco benefits by hiring from the widest available talent pool. An employee's ability to do the job should be the primary consideration in hiring and promotion decisions. Implementation of the Holy Land Principles– which are both pro-Jewish and pro-Palestinian – will demonstrate Cisco's concern for human rights and equality of opportunity in its international operations. The board states that after consideration, it feels the proposal is unnecessary in light of the Company's demonstrated commitment to equal employment opportunity without regard to age, race, colour, gender, national origin, religion, sexual orientation, gender identity or expression, disability, veteran status or any other protected status. Its Equal Employment Opportunity/Workplace Conduct Policy Statement clearly sets forth the standards under which Cisco treats all employees and applicants for employment which can be found on the company's website.
The Proponent has not demonstrated how the the adoption of the resolution would improve the employment policies and practices of the Company, which already embrace a commitment to equal opportunities. On this basis a vote to abstain is recommended.

Vote Cast: *Abstain* Results: For: 2.6, Abstain: 5.8, Oppose/Withhold: 91.6,

CREDIT SUISSE GROUP EGM - 19-11-2015

3.a. *Transact any other business: Proposals of shareholders*
Proposal to instruct the independent proxy to approve all shareholder proposals that may be included on the agenda, up until the time of the meeting. No proposals have been set forth at this time. Abstention is recommended.

Vote Cast: *Abstain*

3.b. *Transact any other business: Proposals of the Board*
Proposal to instruct the independent proxy to approve all Board proposals that may be included on the agenda, up until the time of the meeting. No proposals have been set forth at this time. Abstention is recommended.

Vote Cast: *Abstain*

CYTEC INDUSTRIES INC EGM - 24-11-2015

1. *Approve the Merger*
The Company is seeking shareholder approval of the merger between the Company and Solvay SA (a public limited company organized under the laws of Belgium). The Company will become a wholly owned subsidiary of Solvay and will cease to be a publicly traded Company following the consummation of the merger. Shareholders are being offered $72.25 per share, without interest and less any applicable withholding taxes.
The closing price on the last trading day prior to the public announcement of the execution of the merger agreement, was $58.39 per share of common stock. This represents a premium of 28.9% o the closing price of our common stock on July 28, 2015, the last trading day prior to the public announcement of the execution of the merger agreement and a premium of approximately 46.2% to the volume weighted average price of our common stock over the one-year period prior to July 27, 2015. Voting recommendations on corporate actions, such as merger decisions, are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, three out of ten directors were considered to be independent. This level of independence is not considered to be sufficient and does not provide assurance that the transaction received the appropriate level of objective scrutiny. An abstain vote is recommended.

Vote Cast: *Abstain*

2. *Advisory vote on executive compensation in connection with the merger*
The Company has put forward a proposal relating to the compensation payable to executives in connection with the merger as required by the Dodd-Frank Act. While allowing shareholders the opportunity to vote on this matter is considered good practice. The proposal itself is advisory and directly linked to approving the merger. The Company has a contractual obligation to pay the executives any agreed remuneration disclosed in the proxy materials despite the vote on this proposal if the merger is consummated.

The Company states that for the past three fiscal years, cash performance awards will be subject to accelerated vesting, with performance deemed at maximum performance level. Accelerated vesting is not considered acceptable. In addition, vesting at maximum performance level is considered excessive and further disjoins pay and performance. Shareholders are advised to oppose.

Vote Cast: *Oppose*

3. *Adjourn the meeting and it necessary solicit additional proxies*
The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger. An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose*

VONOVIA SE EGM - 30-11-2015

1. *Approve authority to increase authorised share capital against contributions in kind without pre-emptive rights*
It is proposed to authorize the Board to increase the share capital by issuing shares rights for up to 52.61% of the share capital against a contribution in kind. Shareholders will not be granted pre-emptive rights and the potential dilution exceeds guidelines. Opposition is recommended.

Vote Cast: *Oppose* Results: For: 78.2, Abstain: 0.0, Oppose/Withhold: 21.8,

2. *Approve authority to increase authorised share capital against cash contribution without pre-emptive rights*
It is proposed to authorize the Board to increase the share capital that will result from the implementation of the capital increase against contribution in kind to be resolved in accordance with resolution 1 (EUR 711.19 million), by up to EUR 12.27 million by way of issuing up to 12.27 million shares against a cash contribution. Shareholders will not be granted pre-emptive rights and whilst the potential dilution of 1.72% would be within guidelines, it is advised to oppose in light of the potentially dilutive effect of the implementation of Resolution 1.

Vote Cast: *Oppose* Results: For: 78.6, Abstain: 0.0, Oppose/Withhold: 21.4,

3. *Approve Creation of Capital without pre-emptive Rights*
The Company requests the authority to create a new authorized capital. The authority would allow the Company to increase the share capital once or several times during the period ending 30 November 2016 by up to EUR 12,266,064 by issuing up to 12,266,064 no par value registered shares against contributions in cash and/or in kind. However, taken together with the other authorities requested, the level of dilution exceeds guidelines. Therefore, opposition is recommended.

Vote Cast: *Oppose* Results: For: 78.5, Abstain: 0.0, Oppose/Withhold: 21.5,

WOLSELEY PLC AGM - 01-12-2015

2. *Approve the Remuneration Report*
All elements of each Director's cash remuneration is disclosed. All outstanding share incentive awards are stated with award dates and market prices at the date of grant.
The balance of realised pay with financial performance is not considered acceptable as the change in CEO total pay over the last five years is not aligned to the change in TSR over the same period. Over the five year period average annual increase in CEO pay has been approximately 39.91% whereas, on average, TSR has increased by 27.87%. Variable pay realised by Executive Directors is more than 200% of base salary as such it is considered excessive. The ratio of CEO realised pay to employee average pay is not considered appropriate at 41 to1. Award grants made in the year are also deemed excessive.
Rating: AD

Vote Cast: *Oppose*

3. *Approve Remuneration Policy*
Overall disclosure of the policy is considered acceptable. Remuneration policy aims are fully explained in terms of the Company objectives, however, the Company does not consult with employees on the executive pay policy.
In relation to the bonus, the deferral period is only applied where the executive director has not met the shareholding minimum requirement.
The Company operates a Long Term Incentive Plan under which awards vest subject to performance conditions which do not run interdependently. Also, no non-financial performance metrics are used. At three years, the performance period is not considered sufficiently long term. It is, however, noted that and a holding period will be used. Total potential awards that can be made under all incentive schemes may amount to 500% of base salary as such they are considered excessive. Dividend accrual may apply on vesting share awards from the date of grant, contrary to best practice.
Directors are employed on a 12 -month rolling basis. Inappropriate upside discretion may be applied on termination of employment as the Remuneration Committee has discretion to disapply pro-rata for actual time in service. Rating: BDB

Vote Cast: *Oppose*

6. *Re-elect Mr John Daly*
Independent Non-Executive Director. He missed one of the five Audit Committee meetings held during the year under review. No adequate justification has been provided. An abstain vote is recommended.

Vote Cast: *Abstain*

7. *Re-elect Mr Gareth Davis*
Incumbent Chairman. Considered independent upon appointment. However, he is also the Chairman of two other FTSE 350 companies. A chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and the possibility of having to commit additional time to the role in times of crisis is ever present, particularly in diverse international, complex and heavily regulated groups or groups which are undergoing significant governance changes.
An oppose vote is therefore recommended.

Vote Cast: *Oppose*

8. *Re-elect Ms Pilar Lopez*
Independent Non-Executive Director. Ms Lopez missed one of the five Audit Committee meetings held during the year under review. No adequate justification has been provided. An abstain vote is recommended.

Vote Cast: *Abstain*

17. *Approve Political Donations*
Proposal to make political donations to political parties and/or independent election candidates, political organisations other than political parties, and to incur political expenditure. The authority terminates at the next AGM or within 15 months. However, at £125,000 the limit is considered excessive. An abstain vote is recommended

Vote Cast: *Abstain*

21. *Approve new long term incentive plan*
Approval is sought for the Wolseley Group Long Term Incentive Plan 2015 (LTIP). Awards will be subject to performance measures which work independently contrary to guidelines. Grants are individually capped at 350% of base salary. This limit is considered excessive and can lead to generous payouts. In addition, dividend accrual is applied on vesting awards from the date of grant. At three years, the vesting period is not considered sufficiently long term. It is noted a holding period will apply. In the event of termination of employment the Remuneration Committee has the inappropriate discretion to disapply pro rata for the actual time in service.
Rating: BD

Vote Cast: *Oppose*

CHRISTIAN DIOR SA AGM - 01-12-2015

O.1. *Approve Financial Statements and Statutory Reports*
Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. The auditors have not qualified their opinion. However, a number of corporate governance concerns have been identified.
There are concerns that there do not seem to be the necessary checks and balances to offset the power of the Chairman and CEO: only two directors out of 11 are considered to be independent, which leads to an audit committee with only one member considered to be independent. All of the above contravenes best practice and the absence of checks and balances may lead to unhealthy governance practices whereby the Chairman and CEO may overstep his authority.
It is also noted that the Financial Statements and Statutory Reports have only been made available in French at this time. Although the Company is not strictly a large entity as defined by the Eu Audit Directive or the EU Directive on the Disclosure of Non-Financial Information, it is considered that its international dimension would require an English language version of the annual report. Based on the above concerns, opposition is recommended.

Vote Cast: *Oppose*

O.2. *Approve Consolidated Financial Statements and Statutory Reports*
Disclosure is adequate. The consolidated financial statements were made available sufficiently before the meeting and have been audited and certified. The auditors have not qualified their opinion. However, based on the corporate governance concerns identified at the Company, opposition is recommended.

Vote Cast: *Oppose*

O.8. *Re-elect Denis Dalibot*
Non-Executive Director. Not considered to be independent as he is a manager at Groupe Christian Dior/Groupe Arnault. In addition, he has been on the Board for more than nine years. There is insufficient independent representation on the board.

Vote Cast: *Oppose*

O.9. *Appoint Jaime de Marichalar y Saenz de Tejada as Censor*
It is proposed to appoint Jaime de Marichalar y Saenz de Tejada as Censor for a period of three years up to the Company's general meeting in 2018. He is not considered to be independent as he is a adviser to the President of Spain of Groupe LVMH and a director for Loewe SA (Spain), which are part of the Groupe Christian Dior/Groupe Arnault. In addition, he has been on the board for over nine years. Opposition is recommended.

Vote Cast: *Oppose*

O.10. *Advisory Vote on Compensation owed or due to Bernard Arnault, Chairman and CEO*
It is proposed to approve with an advisory the remuneration paid or due for the year to the Chairman and CEO.
There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. As per market practice, quantified targets for the variable remuneration are not disclosed as they are considered confidential information. Variable remuneration during the year under review exceeds 200% of salary and it is considered to exceed best practice. In addition, it may be overpaying for underperformance, in absence of quantified targets. There are no claw back clauses in place, which makes it unlikely for shareholders to reclaim unfairly obtained remuneration. On this basis, opposition is advised.

Vote Cast: *Oppose*

O.11. *Advisory Vote on Compensation owed or due to Sidney Toledano, General Managing Director*
It is proposed to approve with an advisory the remuneration paid or due for the year to the Sidney Toledano, General Managing Director.
There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. As per market practice, quantified targets for the variable remuneration are not disclosed as they are considered confidential information. Variable remuneration during the year under review is in line with best practice although it may be overpaying for underperformance, in the absence of quantified targets. There are no claw back clauses in place, which makes it unlikely for shareholders to reclaim unfairly obtained remuneration. On this basis, opposition is advised.

Vote Cast: *Oppose*

E.14. *Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plans*
The Company requests general approval to issue free of charge shares, corresponding to 1% of the issued share capital, to employees and management over a period of 26 months. .
As there are no performance conditions underlying the issue of shares, opposition is recommended.

Vote Cast: *Oppose*

MICROSOFT CORPORATION AGM - 02-12-2015

1.02. *Elect Teri L. List-Stoll*
Independent Non-Executive Director. However, there are concerns over her aggregate time commitments.

Vote Cast: *Abstain*

1.09. *Elect John W. Stanton*
Independent Non-Executive Director. However, Mr. Stanton is the Chair of the Compensation Committee. There are serious concerns over executive compensation. On this basis, shareholders are advised to oppose his re-election.

Vote Cast: *Oppose*

2. *Advisory vote on executive compensation*
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DEA. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose*

3. *Appoint the auditors*
Deloitte proposed. Non-audit fees represented 2.76% of audit fees during the year under review and 1.69% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

ANTHEM INC EGM - 03-12-2015

2. *To adjourn the special meeting, to solicit additional proxies*
The Board proposes to adjourn the special meeting, if necessary, to permit further solicitation of proxies. Opposition is recommended as it is considered that if a sufficient number of votes are cast at the meeting for a quorum to be present, the outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose*

FIAT CHRYSLER AUTOMOBILES N.V. EGM - 03-12-2015

3. *Approve the De-merger of Ferrari*

Proposal to de-merge Ferrari from FCA; as a consequence, all shares in Ferrari N.V. held by the Company will transfer to FE Interim B.V. (controlled by the Company through Stichting FCA). This is the first of two de-mergers.

Although there are no serious concerns with de-merging the Ferrari business from the Company, it is considered worth noting two concerns. The first regards the timing of the announcement of the separation, in October 2014: the CEO Mr. Marchionne (who will be Chairman and CEO of Ferrari) announced the separate listing of Ferrari for 2015 and on the same day exercised stock options for EUR 10.7 million (such options would have expired in November 2014 and prior to the announcement they were worth approximately EUR 3.7 million). In addition, after the second de-merger, the Company will still control 80% of Ferrari, whose share capital will still consist of ordinary and special voting rights shares (not listed and not transferable). In aggregate, this operation appears to replicate FCA governance (with its concerns regarding concentration of voting power and double class shares) into Ferrari, whose 80% of the share capital will still be controlled by FCA. On the basis that this de-merger continues an inappropriate governance structure, opposition to the de-merger is recommended.

Vote Cast: *Oppose*

ASSOCIATED BRITISH FOODS PLC AGM - 04-12-2015

2. *Approve the Remuneration Report*

All elements of each Director's cash remuneration is disclosed. All outstanding share incentive awards are stated with award dates and market prices at the date of grant.

The balance of the CEO's realised pay with financial performance is considered appropriate as the change in the CEO's total pay over five years is commensurate with the change in TSR over the same period. However, the quantum available under the variable pay elements is considered excessive. The maximum potential awards under all incentive schemes are limited to 350% of salary for the CEO, which exceeds the recommended cap of 200% of salary. When this is considered in the context of the CEO's salary, which is in the upper quartile of the comparator group, this provides an opportunity for highly excessive payouts. It is noted that realised variable pay for the year under review is within acceptable limits. The ratio of CEO realised pay to employee average pay is not considered appropriate at 123 to 1.
Rating: BC

Vote Cast: *Abstain*

4. *Re-elect Emma Adamo*

Non-Executive Director. Not considered to be independent as she is a representative of Wittington Investments Limited, which holds 59.06% of the Company's voting rights. There is insufficient independent representation on the Board. An oppose vote is recommended.

Vote Cast: *Oppose*

7. *Re-elect Timothy Clarke*

Senior Independent Director. Not considered to be independent as he has served on the Board for more than nine years. A Senior Independent Director should be independent, in order to fulfill the responsibilities assigned to the role. An oppose vote is recommended.

Vote Cast: *Oppose*

8. *Re-elect Javier Ferran*
Non-Executive Director. Not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board. Also, Mr Ferran has missed one of the five Audit Committee meetings held during the year under review. An oppose vote is recommended.

Vote Cast: *Oppose*

BELLWAY PLC AGM - 11-12-2015

2. *Approve the Remuneration Report*
Disclosure: Overall disclosure is considered acceptable. However, accrued dividends on share incentive awards are not separately categorised.
Balance: CEO total realised rewards are considered excessive at 202.8% of salary (Annual Bonus: 106.5%, 95.8%). The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over five years is commensurate with the change in TSR over the same period. The CEO pay increased by 3.70% over that period while TSR increased by 44.13%. The increase in CEO salary (20%) is not considered in line with that awarded to the workforce (3%) and is not adequately justified. Furthermore, the ratio of CEO to average employee pay has been estimated and is found inappropriate at 27:1.
Rating: AC.

Vote Cast: *Abstain*

4. *Re-elect Mr J K Watson*
Incumbent Chairman. Not considered to be independent on appointment as he has previously held executive responsibilities within the Company. Mr Watson was Chief Executive from 1999 to 2013. He has been employee of the Company since 1978. An abstain vote is recommended.

Vote Cast: *Abstain*

8. *Re-elect Mr J A Cuthbert*
Senior Independent Director. Considered independent. The Board lacks sufficient female representation and no statement has been made in the report regarding the Company's plans to address this imbalance. As he is the Chairman of the Nomination Committee, it is recommended shareholders oppose.

Vote Cast: *Oppose*

11. *Appoint the auditors*
KPMG proposed. Non-audit fees represented 25.27% of audit fees during the year under review and 24.70% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years, since the Company's listing in 1979. No audit tendering has been carried out in this period and no concrete plans to do this have been disclosed. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

TELECOM ITALIA SPA EGM - 15-12-2015

O.1. *Set the Number of Board Directors*
Proposal by the shareholder Vivendi, which holds approximately 20% of the share capital, to increase the size of the Board from 13 to 17 members. The shareholder argues that its investment in Telecom is a long term investment and part of its European Strategy, and that the new board size will reflect the changes in capital. In the new Board, Vivendi increased its stake from 15% (as of September 2015) to 20% prior to this meeting would be represented by four directors (approximately 23.5% of the share capital). In aggregate, it is considered that Vivendi would be overrepresented on the Board. Opposition is recommended.

Vote Cast: *Oppose*

O.2. *Elect New Directors*
Proposal by the shareholder Vivendi. It is proposed to bundle the election of four directors under this resolution: Arnaud Roy de Puyfontaine, Stéphane Roussel, Hervé Philippe and Félicité Herzog.
Contrarily to market practice, the proponent shareholder does not disclose whether the proposed candidates are to be considered independent. However, three of them (except Ms. Herzog) are high executives of Vivendi and thus not considered to be independent. In addition, although the Board resulting from this meeting still applies local gender diversity requirements (33%), this slate of candidates only contributes with one out of four candidates (25%). Lastly, there is insufficient independence on this slate of candidates and on the resulting Board. On these grounds, opposition is recommended.

Vote Cast: *Oppose*

O.4. *Exempt Directors from non-competition duties as per art. 2390 of Italian Civil Code*
Proposed by the shareholder Vivendi to deviate from applicable law (art. 2390 Civil Code). It is proposed that the newly elected Directors may enter in limited liability partnerships or companies that are competing with the Company, without prior shareholders approval. The degree of discretion that this authority will leave in the hands of the board is considered to be excessive and would disrupt the link between director and shareholders.

Vote Cast: *Oppose*

KANSAS CITY LIFE INSURANCE COMPANY EGM - 15-12-2015

1. *Approve reverse stock split*
The Company is seeking shareholder approval to carry out a reverse stock split on a 1-for-250 basis. Shareholders who own less than 250 shares will have their shares cancelled and converted into the right to receive $52.50 for each such share of Stock in lieu of receiving a fractional post-reverse stock split share of stock. The 52-week trading price of the Company's stock ranged from $42.53 to $50.05.
The Board states that the reason for the reverse stock-split is because it has come to the conclusion that the costs of being a Securities and Exchange Commission ("SEC") reporting company outweighs the benefits and, thus, it is no longer in the best interests of the Company or shareholders, including the Company's unaffiliated shareholders to remain an SEC reporting company. The reverse stock-split will enable the Company to terminate its registration on the SEC.
There are concerns that this move by the Board is aimed at freezing out small shareholders, which would give the existing large shareholders the benefit of taking the

Company private, without having to pay a fair premium for the remaining stock. Further, there are serious concerns surrounding the rights of shareholders who remain at the Company after the stock-split as the Company will no longer be regulated by the SEC and, thus, will no longer have to comply with its regulations and provisions, including less disclosure surrounding company performance for shareholders.
Shareholders are advised to oppose this proposal. However, it is noted that management owns 66.7% of the outstanding share capital.

Vote Cast: *Oppose*

2. *Amend Articles: effect the reverse stock split*
This proposal aims to set out the terminology needed by the Board (in the articles of incorporation) to be able to carry out the reverse stock-split. As this proposal is ancillary to proposal 1, for which an oppose vote is recommended. Shareholders are advised to oppose this resolution.

Vote Cast: *Oppose*

JPMORGAN JAPANESE I.T. PLC AGM - 18-12-2015

5. *Re-elect Alan Barber*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years. There is an insufficient level of independence on the Board. However, concerns are mitigated by the fact that Mr Barber will be standing down in 2016.

Vote Cast: *Abstain*

6. *Re-elect Andrew Fleming*
Chairman. Not considered independent as he has served on the Board for more than nine years. However, there is an insufficient level of independence on the Board. Whilst typically, the Chairman is excluded from determinations of overall Board independence based on the Higgs' report, because of the reduced involvement and responsibility required for an Investment Trust, chairmen are counted as a standard non-executive Director and are included in the overall level of Board independence. Concerns are mitigated by the disclosure of the Company's intention to address the level of Board independence, as two non-independent directors will be stepping down in 2016 and a recruitment process will be begun.

Vote Cast: *Abstain*

7. *Re-elect Keith Percy*
Non-Executive Director. Not considered independent as he has served on the Board for more than nine years and there is insufficient independence on the Board. Concerns are mitigated as upon engagement, it is disclosed that Mr Percy will be standing down in 2016.

Vote Cast: *Abstain*

OBARA GROUP INC AGM - 18-12-2015

3.1. *Elect Obara Yasushi*
In reviewing Japanese governance arrangements it is recognised that regulatory recognition of a concept of independence is in its infancy and that the balance of outside directors relative to company insiders is a more established benchmark of good governance.
President, Representative Director. It is considered that it is the responsibility of the most senior Board members to ensure that there is appropriate outside oversight of Board decisions. As there is inadequate outside presence on the Board (less than three outside directors), an oppose vote on the most senior directors is recommended.

Vote Cast: *Oppose*

4.1. *Elect Taniuchi Hiroshi*
The traditional governance structure for Japanese companies (Kansayaku) involves the appointment of corporate auditors. Large Japanese companies are required to form a board of corporate auditors with powers to examine board activities and oversee financial reports. Such companies are required by law to appoint at least three statutory auditors to the corporate audit board. At least half the corporate auditors must qualify as 'outsiders'. Beyond this legal minimum, it is considered to be best practice that boards of corporate auditors should be composed wholly of outsiders. New appointments are therefore considered in the context of their affect on the balance of independence where disclosure allows. It is considered that the corporate auditor board will be approximately 67% independent following the Annual Meeting.
Inside Corporate Auditor. Not considered to be independent. Opposition is recommended.

Vote Cast: *Oppose*

4 Appendix

The regions are categorised as follows:

ASIA	China; Hong Kong; Indonesia; India; South Korea; Laos; Macao; Malaysia; Philippines; Singapore; Thailand; Taiwan; Papua New Guinea; Vietnam
SANZA	Australia; New Zealand; South Africa
EUROPE/GLOBAL EU	Albania; Austria; Belgium; Bosnia; Bulgaria; Croatia; Cyprus; Czech Republic; Denmark; Estonia; France; Finland; Germany; Greece; Hungary; Ireland; Italy; Latvia; Liechtenstein; Lithuania; Luxembourg; Moldova; Monaco; Montenegro; Netherlands; Norway; Poland; Portugal; Spain; Sweden; Switzerland
JAPAN	Japan
USA/CANADA	USA; Canada; Bermuda
UK/BRIT OVERSEAS	UK; Cayman Islands; Gibraltar; Guernsey; Jersey
SOUTH AMERICA	Argentina; Bolivia; Brazil; Chile; Colombia; Costa Rica; Cuba; Ecuador; El Salvador; Guatemala; Honduras; Mexico; Nicaragua; Panama; Paraguary; Peru; Uruguay; Venezuela
REST OF WORLD	Any Country not listed above

The following is a list of commonly used acronyms and definitions.

Acronym	Description
AGM	Annual General Meeting
CEO	Chief Executive Officer
EBITDA	Earnings Before Interest Tax Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FY	Financial Year
KPI	Key Performance Indicators - financial or other measures of a company's performance
LTIP	Long Term Incentive Plan - Equity based remuneration scheme which provids stock awards to recipients
NED	Non-Executive Director
NEO	Named Executive Officer - Used in the US to refer to the five highest paid executives
PLC	Publicly Listed Company
PSP	Performance Share Plan
ROCE	Return on Capital Employed
SID	Senior Independent Director
SOP	Stock Option Plan - Scheme which grants stock options to recipients
TSR	Total Shareholder Return - Stock price appreciation plus dividends

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